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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 602099 4319524

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 25, 2000

ORDER TIME : 1:20 PM

ORDER NO. : 602099-005

CUSTOMER NO: 4319524

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-02/25/00--01072--016
*****78.75 *****78.75

CUSTOMER: Mr. Dean Vegosen
BOOSE CASEY CIKLIN LUBITZ
BOOSE CASEY CIKLIN LUBITZ
515 North Flagler Drive
19th Floor
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: ESTEIN MANAGEMENT CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

RECEIVED
00 FEB 25 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PH 2/25/2000

ARTICLES OF INCORPORATION
OF
ESTEIN MANAGEMENT CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - Name of Corporation

The name of this corporation shall be ESTEIN MANAGEMENT CORPORATION.

ARTICLE II - Principal Address

The principal address of this corporation shall be:

5211 International Drive
Orlando, Florida 32819

This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE III - Duration

This corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE IV - Purpose

This corporation is organized for the sole purpose of being the general partner of Estein Management Fund, Ltd., a Florida limited partnership, and performing all functions in connection therewith.

ARTICLE V - Capital Stock

The authorized capital stock of the corporation shall be one thousand (1,000) shares, common stock with a One Dollar (\$1.00) per share par value, which shall be fully paid and non-assessable.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE VI - Preemptive Rights

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - Registered Office and Agent

The street address of the initial registered office of this corporation is 18th Floor, 515 N. Flagler Drive, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is Dean Vegosen.

ARTICLE VIII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time but the

number shall never be more than five and not less than one, unless the shareholders elect to manage the corporation in lieu of a board of directors. The name and address of the initial director of this corporation is:

Lothar Estein
Estein & Associates USA, Ltd.
5211 International Drive
Orlando, Florida 32819

ARTICLE IX - Incorporator

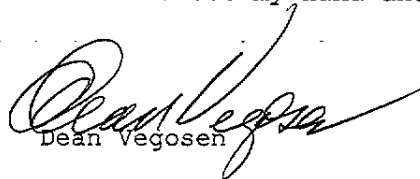
The name and address of the person signing these Articles of Incorporation is:

Dean Vegosen
Boose, Casey, Ciklin, Lubitz, Martens, McBane & O'Connell
515 N. Flagler Drive, 18th Floor
West Palm Beach, Florida 33401

ARTICLE X - Right of Assignment

The original incorporator of this corporation shall have the right, upon its organization, to assign and deliver his subscriptions of stock to any person or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of such assignment, shall stand in rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida and the execution of the necessary instruments of assignment.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this ___ day of February, 2000.


Dean Vegosen

STATE OF FLORIDA)
) ss.
COUNTY OF ORANGE)

I hereby certify that on this day personally came and appeared before me, the undersigned authority, Dean Vegosen, who is personally known to me, known to me to be the person named in and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 24 day of February, 2000.



DENISE O. PURINTON
My Comm Exp. 11/14/2000
Bonded By Service Ins
No. CC601604
 Personally Known Other I.D.

Denise Purinton
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First -- That ESTEIN MANAGEMENT CORPORATION, desiring to organize under
the laws of the State of Florida with its principal office, as indicated in
the Articles of Incorporation, has named Dean Vegosen, who is located at 18th
Floor, 515 North Flagler Drive, City of West Palm Beach, County of Palm
Beach, State of Florida as its agent to accept service of process within this
state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby accept to
act in this capacity, and agree to comply with the provision of said Act
relative to keeping open said office.


Dean Vegosen

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TALLAHASSEE, FLORIDA