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THE UNITED STATES
CORPORATION
COMPANY

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00 SEP 11 PM 1:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 825856 7199111

AUTHORIZATION : *Patricia Pigeto*

COST LIMIT : \$ 78.75

ORDER DATE : September 11, 2000

ORDER TIME : 12:48 PM

ORDER NO. : 825856-005

CUSTOMER NO: 7199111

CUSTOMER: Seth E. Ellis, Esq
The Law Offices Of Seth E.
Ellis, P.a.
Suite 290
2600 North Military Trail
Boca Raton, FL 33433

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DOMESTIC FILING

NAME: WERNER MANAGEMENT, INC.

** file first **

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

PN 9/11/00

ARTICLES OF INCORPORATION

FILED

OF

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WERNER MANAGEMENT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s) for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation is Werner Management, Inc. a Florida Corporation (the "Corporation").

SECOND: The principal office address and mailing address of the Corporation is: 2748 NW 26TH Street, Boca Raton, Florida 33434.

THIRD: The Corporation is authorized to issue 100 shares of common stock, par value \$.01 per share.

FOURTH: The street address of the initial registered office of the Corporation is: c/o LAW OFFICES OF SETH E. ELLIS, P.A., 2600 North Military Trail, Suite 290, Boca Raton, Florida 33431, and the registered agent at this address is: Seth E. Ellis, Esq.

FIFTH: The name and address of the incorporator of the Corporation is: SETH E. ELLIS, 2600 North Military Trail, Suite 290, Boca Raton, Florida 33431.

SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.


SEVENTH: The Corporation shall have ONE director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than ONE. The name and address of the initial director of the Corporation is:

MARY C. DON
2748 NW 26TH Street, Boca Raton, Florida 33434

EIGHTH: The corporate existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 5 day of Sept, 2000.

00 SEP 11 PM 1:44



SETH E. ELLIS, Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

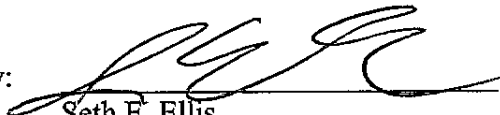
ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

By:



Seth E. Ellis,
Authorized Representative