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LAW OFFICES
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FORT LAUDERDALE, FLORIDA 33301

TELEPHONE (305) 467-3705

MARK S. SCHECTER

February 16, 1994

VIA FEDERAL EXPRESS

MAILING ADDRESS:
POST OFFICE DRAWER 14388
FORT LAUDERDALE, FL 33302

TELECOMER (305) 467-8385

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

400001409344
-02/17/95--01083--017
****122.50 ****122.50

Re: Volley, Inc.

Gentlemen:

We enclose herewith for filing duplicate Articles of Incorporation for the above-captioned corporation, along with a Certificate designating the Registered Agent. A check in the amount of One Hundred Twenty-Two and 50/100ths (\$122.50) Dollars is enclosed to cover:

Filing Fees	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Designation	\$ 35.00
TOTAL	\$122.50

Thank you for your usual prompt and courteous attention to this matter.

Yours very truly,

MARK S. SCHECTER, P.A.

Mark S. Schecter

EFFECTIVE DATE

2-16-95

MSS/ns
Enc.

cc: Mr. Nikola Bjelajac (w/Enc.)

FILED
1995 FEB 17 PM 2:00
TALLAHASSEE, FLORIDA

dB 2/17/95

ARTICLES OF INCORPORATION
OF
VOLLEY, INC.

FILED
1995 FEB 17 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is VOLLEY, INC.

ARTICLE II - DURATION

This corporation shall commence on the date of execution and acknowledgment of these Articles, on the 16th day of February, 1995. This corporation is to have perpetual existence unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The name of the business and the objects and purposes to be transacted and carried on are to do any and all of the things hereinafter mentioned, as fully and to the same extent that natural persons might or could do, viz:

- a. To acquire and sell real estate.
- b. To transact any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of ONE (\$1.00) DOLLAR par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 333 Sunset Drive, Apt. #706, Fort Lauderdale, Florida, 33301, and the name and address of the initial registered agent of this corporation is: NIKOLA BJELAJAC, 333 Sunset Drive, Apt. #706, Fort Lauderdale, Florida, 33301.

EFFECTIVE DATE

2-16-95

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The names and addresses of the initial directors of this corporation are:

NIKOLA BJELAJAC, President
333 Sunset Drive, Apt. #706
Fort Lauderdale, FL 33301

JOSEPH E. HUSBAND, Vice President
1520 S.W. 2nd Avenue
Pompano Beach, FL 33060

JAMES K. SULLIVAN, JR., Vice President
1252 North Rio Vista Boulevard
Fort Lauderdale, FL 33301


ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

NIKOLA BJELAJAC
333 Sunset Drive, Apt. #706
Fort Lauderdale, FL 33301

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

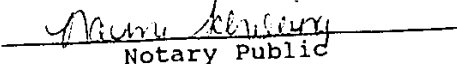
16th day of February, 1995.


NIKOLA BJELAJAC

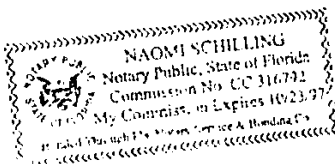
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared NIKOLA BJELAJAC, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 16th day of February, 1995.


Notary Public

My commission expires:



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 VOLLEY, INC.

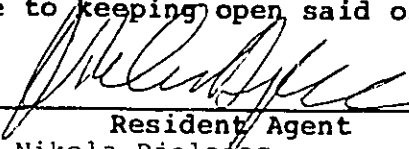
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation at City of Fort Lauderdale, County
of Broward, State of Florida,
has named Nikola Bjelajac

located at 333 Sunset Drive, Apt. #706
(Street address and number of building,
Post Office Box address not acceptable)

City of Fort Lauderdale, County of Broward,
State of Florida, as its agent to accept service of process within
this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above stated corporation, at 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.

By 
Resident Agent
Nikola Bjelajac

FILED
1967 FEB 17 PM 2:00
TALLAHASSEE, FLORIDA