

LEWIS, VEGOSEN & ROSENBAACH, P.A.

ATTORNEYS AT LAW
500 S. AUSTRALIAN AVE. 10th FLOOR
WEST PALM BEACH, FLORIDA 33401

ROBERT M. LEWIS (1932-1982)

CASS W. CHRISTENSON
ANNÉ DESORMIER-CARTWRIGHT
GARY M. DUNKEL
CYNTHIA J. JACKSON
JOHN B. LEVITT
MARSHALL J. OSOFSKY
DEAN J. ROSENBAACH
JOHN R. SHEPPARD, JR.
KENNETH A. TREADWELL
DEAN VEGOSEN
GARY WALK

March 2, 1995

MAILING ADDRESS:
P.O. BOX 4388
WEST PALM BEACH, FL 33402-4388

OF COUNSEL
EDWARD BOHICK
FREDERICK J. KEITEL, III

TELEPHONE (407) 659-3399
FAX: (407) 832-1991

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 327
Tallahassee, Florida 32301

PA 5000019507

RE: National Lien Management, Inc.

5000001423489
03/07/95 01150-008
*****07.50 *****87.50
5000001423489
03/07/95 01150-008
*****35.00 *****35.00

Gentlemen:

Enclosed please find one executed original and one executed copy of the Articles of Incorporation for the captioned corporation, and Registered Agent form. Please note that this name was reserved for this use, as per the attached letter (#895A00008546) dated February 24, 1995 from the Florida Department of State. Additionally enclosed are Lewis, Vegosen and Rosenbach, P.A. checks in the amount of \$35.00 and \$87.50 to cover the \$122.50 filing fee.

Please process and return the certified copy of the Articles of Incorporation at your earliest convenience.

Thank you for your assistance.

Respectfully yours,

Sharon L. Wood
Sharon L. Wood, secretary to
Kenneth A. Treadwell

enclosures

cc: Richard Heitmeyer

K.L.
1/2/95
EFFECTIVE DATE

6/2/95
TWENTY-ONE YEARS OF SERVICE 1974 - 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

MAR - 2 1995

Ans'd.....

February 24, 1995

SHARON L. WOOD
LEWIS, VEGOSEN & ROSENBAACH, P.A.
P.O. BOX 4388
WEST PALM BEACH, FL 33402-4388

The name NATIONAL LIEN MANAGEMENT, INC. has been reserved for 120 days beginning February 24, 1995. The reservation number is R95000000813 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 895A00008546

ARTICLES OF INCORPORATION
OF
NATIONAL LIEN MANAGEMENT, INC.

Article I - Name

The name of this corporation is:
NATIONAL LIEN MANAGEMENT, INC.

Article II - Principal Address

1555 Palm Beach Lakes Blvd. Suite 1006
West Palm Beach, Florida 33401

Article III - Commencement

This corporation shall commence on the date of execution and acknowledgement of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 10,000 shares of \$0.10, par value, common stock.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is Kenneth A. Treadwell, 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401.

Article VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors shall be established by the bylaws and may

EFFECTIVE DATE

3/2/95

be either increased or diminished from time to time as provided in the bylaws. The name and address of the initial director of the corporation are:

Richard Heitmeyer 1555 Palm Beach Lakes Blvd.
Suite 1006
West Palm Beach, Florida 33401

Article VIII - Incorporator

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

Kenneth A. Treadwell
500 South Australian Avenue - 10th Floor
West Palm Beach, Florida 33401.

Article IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.


Article XI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XII - Affiliated Transactions

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of March, 1995.

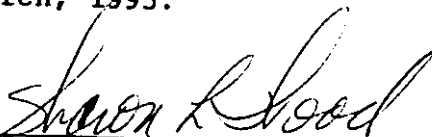

Kenneth A. Treadwell, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned notary public authorized to take acknowledgments in the state and county set forth above, Kenneth A. Treadwell, 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 this 2nd day of March, 1995.




Sharon L. Wood
Notary Public
Commission No. CC 388368

My commission expires:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT NATIONAL LIEN MANAGEMENT, INC. DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF WEST PALM BEACH, STATE
OF FLORIDA, HAS NAMED KENNETH TREADWELL LOCATED AT 500 SOUTH
AUSTRALIAN AVENUE 10TH FLOOR, CITY OF WEST PALM BEACH, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Kenneth A. Treadwell
Kenneth A. Treadwell

TITLE: Incorporator

DATE: March 2, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Kenneth A. Treadwell
Kenneth A. Treadwell,
Registered Agent

DATE: March 2, 1995

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