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RUTHERFORD, MINERLEY & MULHALL

PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELORS AT LAW

ONE CROCKER SQUARE FOURTH FLOOR

2600 NORTH MILITARY TRAIL

BOCA RATON, FLORIDA 33431-0830

OF COUNSEL
LEO L. BENTZ, P.A.

GEORGE M. BAKALAR
FREDERIC M. BARTHE
ROBERTA DUNN BARTLEY**
STUART E. BLOCH
BARRY L. CLAYTON
CORINNE B. KAHN
KENNETH L. MINERLEY
FRANK J. MULHALL
JOHN T. MULHALL III
CHARLES E. RUTHERFORD
MICHAEL E. WARGO
LORI S. WEISS

* ALSO MEMBER MICHIGAN BAR
* ALSO MEMBER PENNSYLVANIA BAR
* ALSO MEMBER NEW JERSEY BAR
* ALSO MEMBER ALABAMA BAR
* ALSO MEMBER GEORGIA BAR

(407) 241-1600
(800) 741-1600
FACSIMILE (407) 241-3815

March 10, 1995

Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

300001428383
-03/13/95--01100--005
****122.50 ****122.50

Re: THE JUDSON GROUP, INC.

Dear Madam or Sir,

Enclosed are the Articles of Incorporation for the
aforementioned corporation. A check in the amount of \$122.50 to
cover Filing Fee, Resident Agent Fee, and certified copy is also
enclosed.

Please direct the certified copy of the Articles and any
questions to the undersigned at the above address.

Sincerely,



Frank J. Mulhall

FJM/klh
Enclosures

RGL-14

FILED
95 MAR 13 AM 11:02
TALLAHASSEE, FL
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
THE JUDSON GROUP, INC.

FILED
95 MAR 13 11:03
CLERK OF COURT
JUDSON GROUP, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a Corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this Corporation is THE JUDSON GROUP, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporations Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 at \$0.01 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not 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 IV

The street address of the Corporation shall be 7093 NW 3rd Avenue, Boca Raton, FL 33487.

The name and address of the Corporation's initial registered agent is David A. Sammons, 7093 NW 3rd Avenue, Boca Raton, FL 33487.

ARTICLE V

The number of Directors constituting the initial Board of Directors of this Corporation is three (3). The names and street addresses of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
David A. Sammons	7093 NW 3rd Avenue Boca Raton, FL 33487
Robert Treganowen	180 Foxglen Drive Naples, FL 33942
James Simonson	35 Washington Street Winchester, MA 01890

The initial Directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of Directors which occurs between annual meetings.

ARTICLE VI

The name and address of the Incorporator is David A. Sammons, 7093 NW 3rd Avenue, Boca Raton, FL 33487.

ARTICLE VII

It is the intention of the Corporation to indemnify its Officers, Directors, employees and agents to the extent permitted by Section 607.014, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The Shareholders of this Corporation shall have exclusive authority to fix the compensation of Directors of this Corporation, unless otherwise provided in the By-Laws.

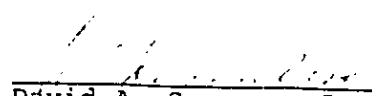
ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XI

The Corporation, its Shareholders, or any combination of the Corporation and its Shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 3rd day of March, 1995.



David A. Sammons, Incorporator

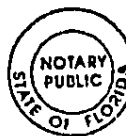
STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared DAVID A. SAMMONS to me known to be the person described in and who executed the foregoing Articles of Incorporation of THE JUDSON GROUP, INC., and he acknowledged before me that he subscribed to

these Articles of Incorporation.

WITNESS my hand and official seal in the County and State
named above, this 3rd day of March, 1995.


Notary Public
My Commission Expires:



Kelly L. Holmann
My Comm Exp. 4/01/1996
Bonded By Service Ins. Co.
No. CC190623

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

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That THE JUDSON GROUP, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 7093 NW 3rd Avenue, Boca Raton, FL 33487, has named David A. Sammons located at 7093 NW 3rd Avenue, Boca Raton, FL 33487 as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

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 performance of my duties.

David A. Sammons
DAVID A. SAMMONS, Resident Agent

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FILED
95 MAR 13 11:03
CLERK