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March 24, 1995

BUREAU OF CORPORATE RECORDS
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

FILED
95 MAR 27 AM 11:59
TALLAHASSEE, FLORIDA

RE: 502 LUCERNE, INC.

Dear Sirs:

Enclosed please find two original copies of the Articles of Incorporation for the above referenced corporation, together with my firm check No. 590, in the amount of \$70.00, representing filing fees.

Please forward the filed document to me in care of the above address.

Thank you for your attention to this matter.

Sincerely,

E. Conti, att.

Eugene A. Conti
Attorney

Enclosure

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*****70.00 *****70.00

BROWN MAR 28 1995

ARTICLES OF INCORPORATION
OF
502 LUCERNE, INC.

FILED
95 MAR 27 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.

ARTICLE I NAME

The name of the corporation shall be:

502 LUCERNE, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of FLORIDA, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$.50 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 502 Lucerne Ave., Lake Worth, Florida 33460, and the name of the initial Registered Agent for the corporation at that address is EUGENE A. CONTI.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX DIRECTORS

This corporation shall have a minimum of one (1) director.
The initial Board of Directors shall consist of:

NAME	ADDRESS
EUGENE A. CONTI	502 Lucerne Ave. Lake Worth, Fl. 33460

ARTICLE X INCORPORATORS

The name(s) and address(es) of the initial incorporators and the initial number of shares of stock that he (they) agree(s) to take and the value of the consideration therefore are as follows:

NAME	ADDRESS	SHARES	CONSIDERATION
EUGENE A. CONTI	502 Lucerne Ave. Lake Worth, Fl. 33460	-350-	\$500.00

IN WITNESS WHEREOF, the undersigned has hereunto set his
hand and seal on this 21 day of March, 1995.

Initial Incorporator(s):

EUGENE A. CONTI

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was executed and acknowledged
before me this 21 day of March, 1995, by EUGENE A.
CONTI, to me well known.

(SEAL)



RENATE M WILDE
My Commission CC323598
Expires Sep. 06, 1997
Bonded by HAI
800-422-1558

Renate Wilde
Notary Public
State of Florida
My Commission Expires:

FILED
95 MAR 27 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

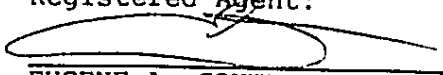
DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. 502 LUCERNE, INC. a corporation organized under the laws of the State of Florida, with its principal office located at 502 Lucerne Ave., Lake Worth, Florida 33460, has named EUGENE A. CONTI, whose address is 502 Lucerne Ave., Lake Worth, Fl. 33460 as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


EUGENE A. CONTI

STATE OF FLORIDA
COUNTY OF PALM BEACH


BEFORE ME, the undersigned authority, this day personally appeared EUGENE A. CONTI, to me well known, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 26 day of March, 1995.

(SEAL)



RENATE M WILDE
My Commission CC323588
Expires Sep. 08, 1997
Bond by HAI
800- 1555


Notary Public
State of Florida
My Commission Expires: