

LAW OFFICES OF
SIEGEL & LIPMAN

GARY S. DUNAY
KENNETH W. LIPMAN
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OF COUNSEL
STEVEN M. GOLDSMITH

P95000025364

THE PLAZA • SUITE 801
5355 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486
(407) 368-7700
FACSIMILE (407) 368-9274

March 28, 1995

VIA AIRBORNE EXPRESS


Ms. Sharon Tala
Division of Corporations
Secretary of State, State of Florida
George Firestone Building
409 E. Gaines Street
Tallahassee, FL 32399

Re: Our File No. 94-20020
Management Systems of N. Florida, Inc.

Dear Ms. Tala:

Enclosed is this firm's check in the amount of \$70 for the
filing fee of Management Systems of N. Florida, Inc.

Very truly yours,


Jonathan L. Shepard

JLS/bjp
Enclosure

FILED
MAR 28 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ht
3/30

W95-6703

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March 22, 1995

VIA AIRBORNE EXPRESS

Division of Corporations
Secretary of State, State of Florida
George Firestone Building
409 E. Gaines Street
Tallahassee, FL 32399

Re: Our File No. 94-20020
Management Systems of N. Florida, Inc.

Dear Sir/Madam:

Enclosed for filing with the State are two (2) original
Articles of Incorporation of Management Systems of N. Florida, Inc.

Please return a file-stamped copy to the undersigned using the
enclosed envelope.

Very truly yours,



Jonathan L. Shepard

JLS/bjp
Enclosures

cc: Mr. Zachary M. Richardson

*informed of similar
named corp M97557*

ARTICLES OF INCORPORATION
OF
MANAGEMENT SYSTEMS OF N. FLORIDA, INC.

95 MAR 28 PM 1:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 1

NAME

The name of this Corporation is Management Systems of N. Florida, Inc.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 150 E. Palmetto Park Road, Suite 800, Boca Raton, Florida 33432.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be 150 E. Palmetto Park Road, Suite 800, Boca Raton, Florida 33432.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486, and the name of the initial registered agent of this Corporation at that address is Jonathan L. Shepard.

ARTICLE 7

INCORPORATOR

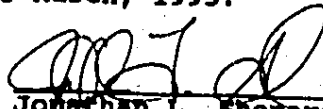
The name and address of the person signing these Articles of Incorporation, the Incorporator, is Jonathan L. Shepard, 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486.

ARTICLE 8

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of
Incorporation this 22nd day of March, 1995.


Jonathan L. Shepard, Incorporator

**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
MANAGEMENT SYSTEMS OF N. FLORIDA, INC.**

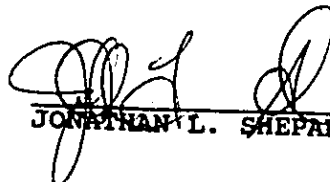
95 MAR 28 PM 1:17
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

Management Systems of N. Florida, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Jonathan L. Shepard, located at 5355 Town Center Road, Suite 801, City of Boca Raton, County of Palm Beach, State of Florida, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

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 and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.


JONATHAN L. SHEPARD