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95 APR -7 AM 11:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 574069 869012

AUTHORIZATION :

Patricia T. Tipton

COST LIMIT : \$ 122.50

ORDER DATE : April 7, 1995

ORDER TIME : 11:53 AM

ORDER NO. : 574069

CUSTOMER NO: 869012

CUSTOMER: Ms. Denise Gayman
PRENTICE HALL LEGAL &
FINANCIAL SERVICES
225 South 15th Street

Philadelphia, PA 19102

000001450910

DOMESTIC FILING

NAME: CROSSFAM INVESTMENTS, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

APR 10 1995 BSE

ECKERT SEAMANS CHERIN & MELLOTT

ATTORNEYS AT LAW

April 6, 1995

VIA FEDERAL EXPRESS

Ms. Marla Newport
CSC Network/Prentice-Hall
1201 Hayes Street, 2nd Floor
Tallahassee, FL 32301

Re: Crossfam Investments, Inc.
Incorporation JOB NO. 63-95-02542

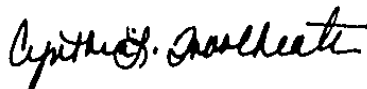
Dear Marla:

Enclosed for filing on Friday, April 7, 1995, are Articles of Incorporation for "Crossfam Investment, Inc."

Prentice-Hall will be named as registered agent, and thus a signature is required on page 3 accepting this designation.

Please forward evidence of this filing to my attention upon filing. Thank you.

Very truly yours,



Cynthia L. Woolheater
Legal Assistant

CLW/lbs

Enclosures

cc: Jerome L. Wolf, Esquire (w/o encl.)

Pittsburgh

Birmingham

Allentown

Philadelphia

Boston

Buffalo

Fort Lauderdale

Los Angeles

Miami

San Francisco

Washington, DC

CYNTHIA WOOLHEATER
Legal Assistant
412/ 566-6192

**ARTICLES OF INCORPORATION OF
CROSSFAM INVESTMENTS, INC.**

FILED
65 APR -7 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

First: The corporate name for the corporation (hereinafter called the "corporation") is:

CROSSFAM INVESTMENTS, INC.

Second: The address, wherever located, of the principal office of the corporation, if known, is:

Crossfam Investments, Inc.
c/o Eckert Seamans Cherin & Mellott
Attention: Jerome L. Wolf, Esquire
The Plaza, Suite 902
5355 Town Center Road
Boca Raton, FL 33486

Third: The mailing address, wherever located, of the corporation is:

Crossfam Investments, Inc.
c/o Eckert Seamans Cherin & Mellott
Attention: Jerome L. Wolf, Esquire
The Plaza, Suite 902
5355 Town Center Road
Boca Raton, FL 33486

Fourth: The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$1.00 dollar each and are of the same class and are to be common shares.

Fifth: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hayes Street, 2nd Floor, Tallahassee, FL 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required in Section 607.0501 (3) of the Florida Business Corporation Act, is set forth following the signature of the Incorporator and is made a part of these Articles of Incorporation.

Sixth: The name and address of the incorporator are:

Name

Address

Cynthia L. Woolheater

c/o Eckert Seamans Cherin & Mellott
600 Grant Street, 42nd Floor
Pittsburgh, PA 15219

Seventh: The purposes for which the corporation is organized, shall be the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

Eighth: The duration of the corporation shall be perpetual.

Ninth: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

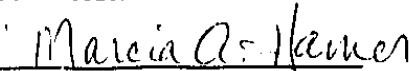
Tenth: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves as the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on April 6, 1995.


Cynthia L. Woolheater, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

PRENTICE-HALL CORPORATION SYSTEM, INC.

By: 
Assistant Secretary

Date: April 7, 1995