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EUGENE W. MURPHY, JR.
FRANK T. PILOTTE

OF COUNSEL
PHILIP H. REID, JR.
IRWIN S. REVER

PLEASE REPLY TO

Palm Beach Office

95 APR 11 PM 1:01
PLANTATION PLAZA
6606 20TH STREET
VERO BEACH, FLORIDA 32966-8613

P. O. DRAWER M
VERO BEACH, FLORIDA 32966-3012
TELEPHONE (407) 567-6480
VERO FAX (407) 562-0220

P95000029904
April 10, 1995

Mrs. Mary Kacur, Chief
Corporate Records Bureau
Division of Corporations
Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

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Re: **Wellington Motors, Inc.**
Ferngrow, Inc.

Dear Mrs. Kacur:

Enclosed is the original and duplicate copy of Articles of Incorporation for each of the above referenced entities. The original is to be filed in your office and the copy certified and returned to the undersigned.

Also enclosed is our firm check in the amount of \$122.50 for each corporation in payment of the filing fees, certified copy and registered agent fee.

Please use the Federal Express Airbill we have provided to return the certified copies of the Articles of Incorporation.

If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

Arlene M. McCollum

Arlene M. McCollum
Legal Assistant

/amm
enclosures

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**ARTICLES OF INCORPORATION
OF
WELLINGTON MOTORS, INC.**

ARTICLE I - NAME

The name of the corporation is:
WELLINGTON MOTORS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office address of the corporation is 340 Royal Palm Way, Suite 100, Palm Beach, Florida 33480, and the principal office address of the corporation is identical to the mailing address of the corporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be formed under Chapter 607, Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 340 Royal Palm Way, Suite 100, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Frank T. Pilotte.

**ARTICLE VI - INITIAL
BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of the individual who is to serve as the member of the initial Board of Directors is: George Shoemaker, 1600 South Dixie Highway, West Palm Beach, Florida 33401.

ARTICLE VII - SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is: Frank T.

Pilotte, 340 Royal Palm Way, Suite 100, Palm Beach, Florida 33480.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This 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 X - REMOVAL OF DIRECTORS

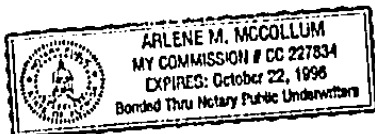
The shareholders shall have the right at any regular meeting or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of April, 1995.


Frank T. Pilotte

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10th day of April, 1995 by Frank T. Pilotte who is personally known to me.



(Seal)



Notary Public

Print/Type Name of Notary Public

Serial Number, if any

My commission expires:

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

WELLINGTON MOTORS, INC.

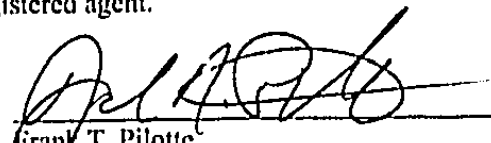
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: WELLINGTON MOTORS, INC.
2. The name and address of the registered agent and registered office are:

Frank T. Pilotte
340 Royal Palm Way, Suite 100
Palm Beach, Florida 33480-4307

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.



Frank T. Pilotte
Registered Agent