

ARTICLES OF INCORPORATION
OF
PHOENIX SQUARE MANAGEMENT, INC.

STATE OF FLORIDA
CORPORATION
2-11-55
114

ARTICLE I - NAME

The name of the corporation is:

PHOENIX SQUARE MANAGEMENT, INC.
5026 Marina Circle, Boca Raton, FL 33486

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE SHARES

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:
5026 Marina Circle, Boca Raton, Florida 33486 and the name of the initial
Registered Agent of this corporation located at that address and is:
RONALD SAYLES.

ARTICLE VII - INITIAL BOARD OF DIRECTORS OF CORPORATION

This corporation shall have one (1) Director constituting the initial Board of
Directors. The number of Directors may be either increased or decreased
from time to time by the By-Laws. The name and address of the Initial
Board of Directors is:

RONALD SAYLES
5026 Marina Circle
Boca Raton, Florida 33486

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

RONALD SAYLES
5026 Marina Circle
Boca Raton, Florida 33486

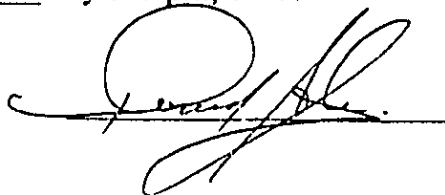
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of April, 1995.

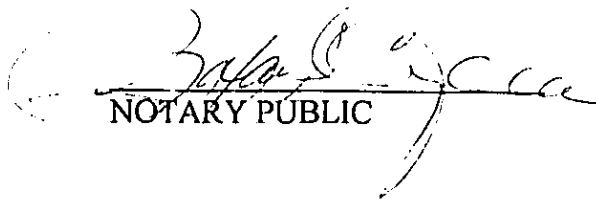


STATE OF FLORIDA

COUNTY OF Broward.

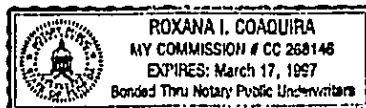
BEFORE ME, the undersigned Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared before me RONALD SAYLES and who identified himself to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREFORE, I have hereunto set my hand and seal in the State and County aforesaid this 26 day of April, 1995.



NOTARY PUBLIC

My commission expires: 3/17/97



Identification submitted:


FL DR. LIC 3420 73642060

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED.


FIRST THAT PHOENIX SQUARE MANAGEMENT, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF BOCA RATON, STATE OF FLORIDA HAS NAMED RONALD SAYLES LOCATED AT 5026 MARINA CIRCLE, BOCA RATON, FLORIDA 33486 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE:


4/26/95

DATED;

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THIS 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.


Registered Agent

DATE:

4/26/95