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Albert R. Meyer
Attorney at Law
3601 Frontage Road
Tampa, FL 33607
(813) 289-1000

May 5, 1995

Department of State
Division of Corporations
P.O. Box 8327
Tallahassee, FL 32314

Re: Metropolis Management Associates, Inc.

200001479522
-05/08/95--01137--014
****122.50 ****122.50

Enclosed please find an original and copy of the articles of incorporation and Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certified copy of these articles. Enclosed is a check for \$122.50.

Respectfully,


Albert R. Meyer

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Articles of Incorporation
OF
Metropolis Management Associates, Inc.

The undersigned does hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the Florida General Corporation Act.

ARTICLE I

Name

The name of the corporation is:

Metropolis Management Associates, Inc.

ARTICLE II

Principal Office

The initial principal office of the corporation shall be:

8673 Windy Circle
Boynton Beach, Florida 33437

ARTICLE III

Duration and Commencement of Existence

The duration of the corporation is perpetual. The corporate existence of the corporation shall commence at the time of filing these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE IV

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not

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limited to, all corporate powers which corporations may have under the Florida General Corporation Act.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is:

3501 Frontage Road
Tampa, FL 33607

The name of the corporation's initial registered agent at such address is Albert R. Meyer, Esquire.

ARTICLE VII

Board of Directors

The number of directors constituting the initial board of directors is 3. Thereafter, the number of directors shall be as provided in the bylaws.

ARTICLE VIII

Incorporator

The name and address of the Incorporator is:

Albert R. Meyer, Esquire
3501 Frontage Road
Tampa, FL 33607

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 5th day of May, 1995.


Albert R. Meyer, Esquire
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 5th day of May, 1995 by Albert R. Meyer, Esquire, who is personally known to me.



Notary Public
State of Florida at Large

My commission expires:



LYNN F. TERPENING
MY COMMISSION # CC278602 EXPIRES
May 21, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of Metropolis Management Associates, Inc. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations provided for in Section 607.325, Florida Statutes.

Dated: May 5, 1995

A handwritten signature in cursive script, appearing to read 'Albert R. Meyer', written over a horizontal line.

Albert R. Meyer, Esquire
Registered Agent

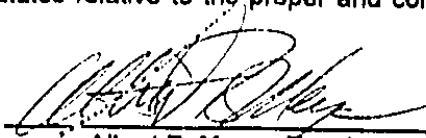
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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Metropolis Management Associates, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 8673 Windy Circle, Boynton Beach, FL 33437 has named Albert R. Meyer, Esquire, located at 3501 Frontage Road, Hillsborough County, Tampa, Florida 33607 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Albert R. Meyer, Esquire

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