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June 6, 1995

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Domestic Charter

Re: Our File No. 95-20393
Boardman/P & L Business Counselors, Inc.
Incorporation

Gentlemen:

Enclosed are two (2) original Articles of Incorporation and the Registered Agent form of P & L BUSINESS COUNSELORS, INC., together with a check in the amount of One Hundred Twenty-two and 50/100 Dollars (\$122.50), representing:

Filing Fees:	\$35.00
Registered Agent:	\$35.00
Certified Copy:	\$52.50

Please return a certified copy of the Articles of Incorporation and Registered Agent form to the undersigned.

Thank you.

Very truly yours,

Kenneth A. Wenzel
Kenneth A. Wenzel

KAW/lcd
Enclosures (3)

cc: Patricia O. Boardman

SHARON L. TALA

JUN 13 1995

FILED
95 JUN -7 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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-06/08/95--01019--014
****122.50 ****122.50

FILED

95 JUN -7 PM 2: 11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
P & L BUSINESS COUNSELORS, INC.

ARTICLE 1

NAME

The name of this Corporation is P & L BUSINESS COUNSELORS,
INC.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be
5549 Coastal Drive, Boca Raton, Florida 33487.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be 7040 W.
Palmetto Park Road, Suite 2315, Boca Raton, Florida 33433.

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

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights and every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE 7

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5549 Coastal Drive, Boca Raton, Florida 33487, and the name of the initial registered agent of this Corporation at that address is PATRICIA O. BOARDMAN.

ARTICLE 8

INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is PATRICIA O. BOARDMAN, 5549 Coastal Drive, Boca Raton, Florida 33467.

ARTICLE 9

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 6th day of June, 1995.

Patricia O Boardman

PATRICIA O. BOARDMAN, Incorporator

FILED

95 JUN -7 PM 2: 11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
P & L BUSINESS COUNSELORS, INC.

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

P & L BUSINESS COUNSELORS, 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 PATRICIA O.
BOARDMAN, located at 5549 Coastal Drive, 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 Certi-
ficate, 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.

Patricia O Boardman
PATRICIA O. BOARDMAN