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(((H95000007965))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: TESCHER, LIPPMAN, VALINSKY & KAIN
DEPARTMENT OF STATE ONE FINANCIAL PLAZA
STATE OF FLORIDA SUITE 2308
409 EAST GAINES STREET FT. LAUDERDALE FL 33394-0000
TALLAHASSEE, FL 32399 CONTACT: PATRICIA FOX-BUTLER
FAX: (904) 922-4000 PHONE: (305) 467-1964
FAX: (305) 467-2264

(((H95000007965))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: THE WILLIAMS GROUP INCORPORATED
FAX AUDIT NUMBER: H95000007965 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/19/1995 TIME REQUESTED: 09:37:02
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072164000350

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(((H95000007965)))

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7/19/95

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TEL:305-467-2264

Jul 19'95

14:29 No.021 P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Morfham
Secretary of State

July 19, 1995

TESCHER, LIPPMAN, VMLINSKY & KAIN
ONE FINANCIAL PLAZA
SUITE 2308
FT. LAUDERDALE, FL 33394

SUBJECT: THE WILLIAMS GROUP INCORPORATED
REF: W95000014538

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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Loria Poole
Corporate Specialist

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Letter Number: 895000034552

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FAX AUDIT NO. H95000007965
Prepared by: Kipnis Teacher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Ft. Lauderdale, FL 33394
(305) 467-1964
Jay Valinsky, Esq. FL Bar No. 0625109

FAX AUDIT NO. H95000007965
Prepared by: Kipnis Teacher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Ft. Lauderdale, FL 33394
(305) 467-1964
Jay Valinsky, Esq. FL Bar No. 0625109

9999\95-14015

PAX AUDIT NO. H95000007965

ARTICLE IV

REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Jay Valinsky
One Financial Plaza
Suite 2308
Fort Lauderdale, FL 33394

ARTICLE V

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Jay Valinsky
One Financial Plaza
Suite 2308
Fort Lauderdale, FL 33394

ARTICLE VI

INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE VII

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

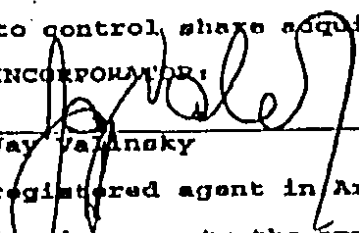
Fax Audit No. H95000007965
Prepared by: Kipnis Teacher Lippman Valinsky & Kain
9999\95-14015 One Financial Plaza, Suite 2308
Ft. Lauderdale, FL 33394
(305) 467-1964
Jay Valinsky, Esq. FL Bar No. 0625109

ARTICLE VIII

CONTROL SHARE ACQUISITIONS

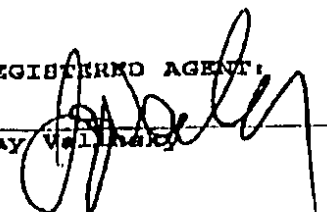
This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

INCORPORATOR:


Jay Valinsky

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:


Jay Valinsky

Fax Audit No. H95000007965

Prepared by: Kipnis Teacher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Ft. Lauderdale, FL 33394
(305) 467-1964
Jay Valinsky, Esq. FL Bar No. 0625109

FILED
95 JUL 19 PM 5:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Terminal Emulation CONNECTED 0:04:21
File Edit Services Terminal Special
(((H950000009264))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: TESCHER, LIPPMAN, VALINSKY & KAIN
DEPARTMENT OF STATE ONE FINANCIAL PLAZA
STATE OF FLORIDA SUITE 2300
409 EAST GAINES STREET FT. LAUDERDALE FL 33394-0000
TALLAHASSEE, FL 32399 CONTACT: PATRICIA FOX-BUTLER
AX: (904) 922-4000 PHONE: (305) 467-1964

((1195000009264))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: THE D.J. WILLIAMS GROUP, INCORPORATED
FAX AUDIT NUMBER: H95000009264 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/22/1995 TIME REQUESTED: 09:55:19
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$07.50 ACCOUNT NUMBER: 072164000350

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JUN 22 PM 4:25
CLERK OF COURT
FALL RIVER, MASS.

95 AUG 22 PM 3:56

TEL: 305-467-2264 Aug 22 95 15:04 NO.006 P.03

KTL0K

KIPNIS TESCHER LIPPMAN VALINSKY & KAIN
ATTORNEYS AT LAW
ONE FINANCIAL PLAZA
SUITE 2308
FORT LAUDERDALE, FLORIDA 33324

TELEPHONE (305) 467-1964
MIAMI - PALM BEACH (800) 371-0419
TELECOPIER (305) 467-2264

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PLEASE DELIVER TO: Linda Stitt - Corporate Specialist

TELECOPIER NO: 904-922-4000 TELEPHONE NO. _____

TOTAL PAGES 9

FROM: Jay Valinsky

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(305) 467-1964

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1995

THE D.J. WILLIAMS GROUP, INCORPORATED
ONE FINANCIAL PLAZA
SUITE 2308
FT. LAUDERDALE, FL 33394

SUBJECT: THE D.J. WILLIAMS GROUP, INCORPORATED
REF: F95000036029

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please add Article IX to list the initial directors.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX And. #: F95000009264
Letter Number: 195A00039257

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

FAX AUDIT NO. H95000009264

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE D.J. WILLIAMS GROUP, INCORPORATED

FILED
95 AUG 23 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of The D.J. Williams Group, Incorporated, a Florida corporation (the "Corporation"), are hereby amended as follows:

Article IX is added as follows:

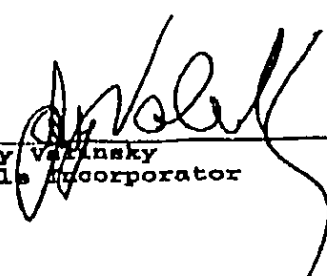
ARTICLE IX

INITIAL DIRECTOR

The initial director of the Corporation is David Jones.

The foregoing was adopted by the written consent of the sole incorporator as of July 19, 1995, pursuant to Section 607.1005, Florida Statutes without shareholder action, which was not required.

Dated as of July 19, 1995.


Jay Valinsky
Sole Incorporator

FAX AUDIT NO. H95000009264
Prepared by: Kipnis Tescher Lippman Valinsky & Kain
One Financial Plaza
Suite 2308
Ft. Lauderdale, FL 33394
(305) 467-1964
Jay Valinsky, Esq. FL Bar No. 0625109

0082\ART-AMD.AIN

FAX AUDIT NO. H95000009264

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 21st day of August, 1995 by Jay Valinsky as the sole incorporator of The D.J. Williams Group, Incorporated, a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

Notary Public:

sign Carol W. Morgan
print Carol W. Morgan
State of Florida at Large (Seal)
My Commission Expires:



CAROL W. MORGAN
MY COMMISSION # 00365418 EXPIRES
AUG 24, 1998
BEHIND THEM THEY RUN INSURANCE, INC.

FAX AUDIT NO. H95000009264
Prepared by: Kipnis Teucher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Ft. Lauderdale, FL 33394
(305) 467-1964
Jay Valinsky, Esq. FL Bar No. 0625109

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