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LAW OFFICES OF
POTTER, MCCLELLAND, MARKS & HEALY, P. A.

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REPLY TO: MELBOURNE

FIRST UNION BANK BUILDING, SUITE 400
700 SOUTH DARCOCK STREET
POST OFFICE BOX 2520
MELBOURNE, FLORIDA 32902-2520
(407) 984-2700
FAX: (407) 720-4092
200 BREVARD AVENUE
COCOA, FLORIDA 32922
(407) 634-5011

July 27, 1995

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

Re: PASCOE, BIRNBAUM & CO.

Dear Sir:

Enclosed please find an original and two copies of Articles of Incorporation for the above-named corporation.

Kindly file the articles, returning one copy to us in the enclosed prepared envelope.

Our check covering your filing fee is also enclosed.

Very truly yours,

Brigitte Van Tassel
Brigitte Van Tassel, CLA,
Legal Assistant to
William C. Potter, Esq.

BVT/b
Enclosures

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ARTICLES OF INCORPORATION
OF
PASCOE, BIRNBAUM & CO.

ARTICLE I - NAME

The name of this corporation is PASCOE, BIRNBAUM & CO..

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of common stock, which shall be designated "Common Shares".

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind 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 VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and initial registered office of this corporation is 3301 Rivercrest Drive, Suite 202, Melbourne, FL 32935 and the name and address of the initial registered agent of this corporation at that address is GEORGE E. BIRNBAUM, 3301 Rivercrest Drive, Suite 202, Melbourne, FL 32935.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

GEORGE E. BIRNBAUM
3301 Rivercrest Drive
Suite 202
Melbourne, FL 32935

WILLIAM PASCOE
2616 S. Arlington Mill Dr.
Suite C
Arlington, VA 22200

ARTICLE IX - INCORPORATORS

The name and address of the incorporator of the corporation is:

GEORGE E. BIRNBAUM
3301 Rivercrest Drive
Suite 202
Melbourne, FL 32935

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - 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 24th day of July, 1995.



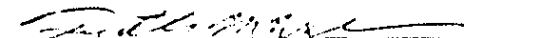
GEORGE E. BIRNBAUM

STATE OF FLORIDA)
) SS
COUNTY OF BREVARD)

BE IT KNOWN that on the 27 day of July, 1995, before me, a

Notary Public in and for the State of Florida duly commissioned and sworn, dwelling in Brevard County, personally came and appeared GEORGE E. BIRNBAUM to me personally known or who has produced a driver's license as identification and who did not take an oath.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.


Notary Public State of Florida
Name: _____
Commission No.: _____
Commission Expires: _____



TIMOTHY M. WILLIAMS
MY COMMISSION * CC280793 EXPIRES
At 1997
BONDED THIRD PARTY * INSURANCE, INC.


ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

OF

PASCOE, BIRNBAUM & CO.

I understand the duties of and hereby accept appointment as the registered agent of PASCOE, BIRNBAUM & CO., at the initial registered office of the Corporation at 3301 Rivercrest Drive, Suite 202, Melbourne, FL 32935.

Dated this 21st day of July, 1995.



GEORGE E. BIRNBAUM