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ATTORNEYS AT LAW

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PALM BEACH, FLORIDA 33480

FRANKLIN G. CALLAS
MARIO G. DE MENDOZA, III
CHRISTOPHER J. SCHILLING

TELEPHONE (407) 650-1111
CABLE MENDOZA III
FAX (407) 650-4000

August 7, 1995

Corporation Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
8/7/95

RE: ViaTrust, Inc.
Our File No. 4058.24

Dear sir or madam:

Enclosed for filing are Articles of Incorporation and Designation of Registered Agent for the captioned entity. Also enclosed herewith please find a check in the amount of \$70.00 representing payment of the following fees:

Filing Fee	\$35.00
Designation of Registered Agent	<u>35.00</u>

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-08/08/95--01012--014
*****70.00 *****70.00

TOTAL: \$70.00

A duplicate copy of each of the documents presented is also enclosed. Please stamp these copies with your filing stamp and return them to me in the enclosed, stamped, self-addressed envelope.

Please be aware that the corporate name, ViaTrust, Inc., was reserved on behalf of this corporation by this law firm.

Thank you for your cooperation in this matter.

Sincerely,

Franklin G. Callas

Franklin G. Callas

FGC:ss
Enclosures

ARTICLES OF INCORPORATION

OF

ViaTrust, Inc.

Article I - Name

The name of this corporation is ViaTrust, Inc.

Article II - Duration

The term for which this corporation shall exist shall be perpetual and its existence shall begin on the date of execution and acknowledgment of these articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value non-assessable stock.

Article V - Amendments

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.

Article VI - Initial Registered Office & Agent

The street address of the initial registered office of this corporation is c/o Mendoza, Callas & Schilling, 251 Royal Palm Way, 6th Floor, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Franklin G. Callas.

Article VII - Principal Place of Business

The street address of the principal place of business of this corporation is c/o Mendoza, Callas & Schilling, 251 Royal Palm Way, Sixth Floor, Palm Beach, Florida 33480.

Article VIII - Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but never be less than one (1). The name of the initial director of this corporation is:

Franklin G. Callas
251 Royal Palm Way
Sixth Floor
Palm Beach, Florida 33480

Article IX - Incorporator

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

Franklin G. Callas
251 Royal Palm Way
Sixth Floor
Palm Beach, Florida 33480

Article X - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article XI - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XII - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XIII - Shareholders' Meeting

Except as may be otherwise in the By-Laws, any annual or other meeting of the shareholders may be held within or without the State and any shareholder may waive notice of any meeting either before or after the meeting.

Article XIV - Indemnification

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

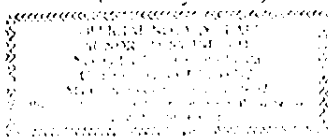
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7 day of August, 1995.



Franklin G. Callas, Subscriber

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument, Articles of Incorporation, was acknowledged before me this 7 day of August, 1995, by Franklin G. Callas, who is personally known to me.

(Notary Seal)




SONDRA D. SWINFORD, Notary Public
Commission No. 00253812
Commission Expiration Date: 1/19/97

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

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST THAT: ViaTrust, Inc., desiring to organize or qualify under the laws of the State
of Florida, with its principal place of business at c/o Mendoza, Callas & Schilling, 251
Royal Palm Way, 6th Floor, Palm Beach, Florida 33480, has named Franklin G. Callas,
located at 251 Royal Palm Way, 6th Floor, Palm Beach, Florida 33480, as its agent to
accept service of process within Florida.

SIGNATURE: Franklin G. Callas
Franklin G. Callas
TITLE: Director
DATE: August 7, 1995

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 I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Franklin G. Callas
Franklin G. Callas
DATE: August 7, 1995