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ATTORNEYS AT LAW

ROTHAUS, LINDNER & CO.

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1000 S. ALMOTA DR., SUITE 100
MAYWOOD, IL 60156-1000

August 24, 1995

NORTH PALM BEACH, FLORIDA 33408

TELEPHONE 407/725-3400

FAX NUMBER 407/725-3400

PALM BEACH OFFICE

101 AND 103 NATIONAL BANK BLDG., SUITE 2000

1000 ROYAL PALM WAY

PALM BEACH, FLORIDA 33401

TELEPHONE 407/683-0900

FAXSIMILE 407/683-0900

PLEASE REPLY TO
North Palm Beach

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: DIGS, INCORPORATED

Dear Sir or Madam:

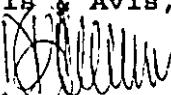
Enclosed please find the original and one copy of the Articles of Incorporation of the above-captioned corporation together with the executed acceptance of appointment of registered agent and this firm's check in the amount of \$78.75 covering the following fees:

Filing Fee	\$35.00
Certificate of Good Standing	8.75
Registered Agent Designation	<hr/>
	\$78.75

Please file the original Articles of Incorporation, date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned.

Very truly yours,

Avis & Avis, P.A.


Deborah K. Avis
DKA/mb

Enclosures

cc: Mr. Neil B. Kaplan

AL AUG 29 1995

05/10/95 PM 2:55
SPECIAL AGENT IN CHARGE
U.S. DEPARTMENT OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION

ARTICLES OF INCORPORATION
OF
DIGS, INCORPORATED

STATE
OF FLORIDA

95 AUG 29 PM 2:55

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

DIGS, INCORPORATED

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2239 Quail Ridge South
Palm Beach Gardens, FL 33418

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock the Corporation shall be authorized to create and issue is 1000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is:

NEIL B. KAPLAN

2239 Quail Ridge South
Palm Beach Gardens, FL 33418

ARTICLE V
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

NEIL B. KAPLAN
2239 Quail Ridge South
Palm Beach Gardens, FL 33418

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

The names and street addresses of the initial directors who shall hold office the first year of the Corporation's existence or until their successors are elected, are: Neil B. Kaplan, 2239 Quail Ridge South, Palm Beach Gardens, FL 33418; and Alice M. Kaplan, 2239 Quail Ridge South, Palm Beach Gardens, FL 33418.

ARTICLE VII
NATURE OF BUSINESS

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at North Palm Beach, Florida, for the uses and purposes aforesaid, on this 24 day of August, 1995.

Neil B. Kaplan
NEIL B. KAPLAN, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS.

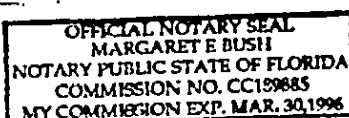
Before me personally appeared NEIL B. KAPLAN, to me well known to be the person described and who produced 640 DL K145 as identification and 6-22-52-1221-0 did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at North Palm Beach, Florida, this 24th day of August, 1995.

MARGARET E. BUSH
Notary Public, State of Florida at Large

MARGARET E. BUSH
Print Name of Notary Public

My Commission Expires:



3M
FILED
SECRETARY OF STATE
CIVIL OFFICE OF CORPORATIONS

95 AUG 29 PM 2:55

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

DIGS, INCORPORATED

2. The name and address of the registered agent and office

is:

NEIL B. KAPLAN

2239 Quail Ridge South
Palm Beach Gardens, FL 33418

SIGNATURE Neil B Kaplan

TITLE PRESIDENT

DATE 3/24/95

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Neil B Kaplan

DATE 3/24/95