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ACCOUNT NO. : 072100000032

REFERENCE : 690392 069011

AUTHORIZATION :

Handwritten: Patricia Tye

COST LIMIT : 970.00

ORDER DATE : September 25, 1995

ORDER TIME : 8:50 AM

ORDER NO. : 690392

CUSTOMER NO: 869011

CUSTOMER: Ms. Jamie Hall
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
500 Central Avenue

Albany, NY 122062290

DOMESTIC FILING

NAME: HOLDEN PARTNERS OF FLORIDA
INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

Handwritten: T. BROWN
SEP 25 1995

Vertical stamp: FILED
SEP 25 PM 2:36

ARTICLES OF INCORPORATION
OF
HOLDEN PARTNERS OF FLORIDA INC.

FILED
55 SEP 25 PM 2 39
TALLAHASSEE
FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is HOLDEN PARTNERS OF FLORIDA INC.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 550 North Reo Street, Suite 300, Tampa, Florida 33609

THIRD: The mailing address, wherever located, of the corporation is 550 North Reo Street, Suite 300, Tampa Florida 33609.

FOURTH: The number of shares that the corporation is authorized to issue is 200, all of which are without par value and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is 555 Cressida Circle, Spring Hill, Florida 34609.

The name of the initial registered agent of the corporation at the said registered office is Lawrence Rosen.

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator are:

NAME

ADDRESS

Mark Anspacher

500 Central Avenue
Albany, NY 12206

SEVENTH: The purposes for which the corporation is organized are to engage

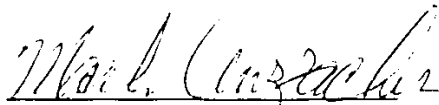
in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

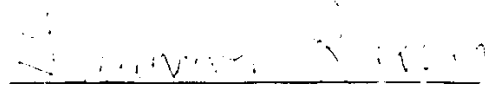
Signed on September 8, 1995


Mark Anspacher, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

Date: September 8, 1995

By:


Lawrence Rosen

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