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OF COUNSEL
PETER N. WEINER

December 26, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/29/95--01035--013
****122.50 ****122.50

RE: BALTHOR, Inc.

Gentlemen:

Enclosed you will find the original and one copy of Articles of Incorporation of Balthor, Inc. for filing. Also enclosed is our check in the sum of \$122.50, representing your fees.

If you have any questions, please feel free to contact our office.

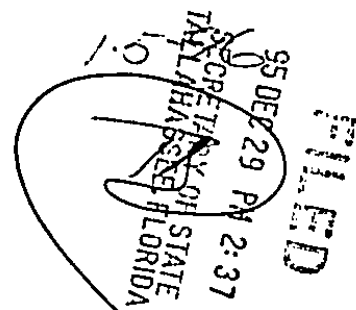
Sincerely,

Ronald R. Fieldstone

RRF/cs

Encls.

sos.ltr



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PETER N. WEINER

M E M O R A N D U M

TO: Secretary of State
FROM: Ronald R. Fieldstone
RE: Balthor, Inc.
DATE: December 26, 1995

FILED
95 DEC 29 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE NOTE THE EFFECTIVE DATE OF THE ENCLOSED CORPORATION IS TO BE
JANUARY 1, 1996. THANK YOU.

ARTICLES OF INCORPORATION
OF
BALTHOR, INC.

EFFECTIVE 12/29/95

ARTICLE I - NAME

The name of this corporation is BALTHOR, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

4601 Ponce de Leon Blvd
Suite 210
Coral Gables, Florida 33146

and the name and address of the initial registered agent of this

corporation is:

Name

Address

Theodore Balsamo
4601 Ponce de Leon Blvd
Suite 210
Coral Gables, Florida 33146

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Landon K. Thorne, III
4601 Ponce de Leon Blvd
Suite 210
Coral Gables, Florida 33146

Theodore Balsamo
4601 Ponce de Leon Blvd
Suite 210
Coral Gables, Florida 33146

ARTICLE VIII - INCORPORATOR

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

Name

Address

Theodore Balsamo
4601 Ponce de Leon Blvd
Suite 210
Coral Gables, Florida 33146

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - EFFECTIVE DATE

This corporation shall be effective January 1, 1996.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

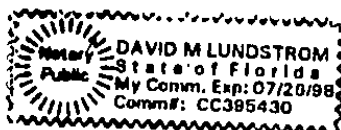
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of December, 1995.

Theodore J. Balsamo
Theodore Balsamo
Subscriber

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Theodore Balsamo who is known to me or who has produced FL DL # B425-110-64-263-0 as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12 day of December, 1995.



David M. Lundstrom
Signature
David M. LUNDSTROM
Print (Notary's Name)
Notary Public, State of Florida

Notarial Seal:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

95 DEC 29 PM 2:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: BALTHOR, INC.
2. The name and address of the registered agent and office is:

Theodore Balsamo
4601 Ponce de Leon Blvd
Suite 210
Coral Gables, Florida 33146

Theodore J. Balsamo
Theodore Balsamo

Title: Director

Date: 12/12/95

HAVING BEEN NAMED AS 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.

Theodore J. Balsamo
Theodore Balsamo

Date: 12/12/95