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LAW OFFICES

James L. Case, P.A.

SUITE 102

2810 EAST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33306

JAMES L. CASE

(305) 563-1000
FAX (305) 565-2047

December 26, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

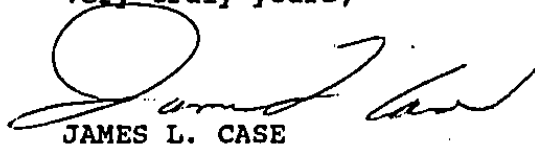
RE: TOGRAM ASSOCIATES, INC.

Dear Sir:

Enclosed please find an original and copy of the Articles of Incorporation of the captioned company, together with a Resident Agent form and our check in the amount of \$122.50 representing payment of the following:

Filing Fee:	\$35.00
Certified Copy of Charter	52.50
Resident Agent Cert.	<u>35.00</u>
TOTAL:	\$122.50

Very truly yours,


JAMES L. CASE

JLC:KB
Enclosure

EFFECTIVE DATE
12-27-95

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Smc
1-8-96

FILED
96 JAN -2 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF
TOGRAM ASSOCIATES, INC.

ARTICLE I - NAME

The name of this corporation is TOGRAM ASSOCIATES, INC.
and the mailing address is 1401 South Ocean Boulevard, #901,
Pompano Beach, Florida 33062.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on
the date of execution and acknowledgment of these articles on
December 27, 1995.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred
(500) shares of ONE DOLLAR (\$1.00) par value common stock which
shall be designated "Common Shares".

ARTICLE V - 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 pro
rata share thereof (as nearly as may be done without issuance of
fractional shares) at the price at which is offered to other.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of
this corporation is:

1401 South Ocean Boulevard, #901

Pompano Beach, Florida 33062

and the name of the initial registered agent of this corporation at
that address is:

MARGOT MAITLAND

The principal address and registered office address of
this corporation are the same.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-27-95

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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 (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
MARGOT MAITLAND, Pres./Secy./Treas./Dir.	1401 South Ocean Boulevard, #901 Pompano Beach, FL 33062

ARTICLE VIII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
MARGOT MAITLAND	1401 South Ocean Boulevard, #901 Pompano Beach, FL 33062

ARTICLE IX - 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.

ARTICLE X - QUALIFICATION UNDER SECTION 1244

This corporation shall qualify under Section 1244 of the Internal Revenue Code and Regulations issued thereunder, and the plan to issue Section 1244 stock shall be adopted by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27 day of December, 1995.

Margot Maitland
MARGOT MAITLAND

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 27 day of December, 1995, by MARGOT MAITLAND, who X is personally known to me, or who _____ produced _____ as identification.

Karen Blook
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



KAREN BLOOK
MY COMMISSION # 00253255 EXPIRES
February 2, 1997
BONDED THRU TITUS FARM INSURANCE, INC.

PREPARED BY:
JAMES L. CASE, ESQUIRE
2810 EAST OAKLAND PARK BOULEVARD
SUITE 102
FORT LAUDERDALE, FL 33306
(305) 563-1000

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS

MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Article:

FIRST: That TOGRAM ASSOCIATES, INC., desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Pompano Beach, State of Florida, has named MARGOT MAITLAND, located at 1401 South Ocean Boulevard, #901, City of Pompano Beach, County of Broward, State of Florida, as its agent to accept service of process within this State.

By: _____

MARGOT MAITLAND

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept said appointment and agree to act in this capacity, and I agree to comply with the provision of said Act relative to keeping open said office.

By: _____

MARGOT MAITLAND

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA