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Buchanan Ingersoll
PROFESSIONAL CORPORATION

Attorneys

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December 21, 1995

Division of Corporations
Bureau of Corporate Records
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation
Fishman & Wessell Management, Inc.

300001677153
-01/03/96--01094--011
****122.50 ****122.50

Gentlemen:

Enclosed herewith please find an original and one copy of the above-referenced Articles of Incorporation, along with check in the amount of \$122.50, made payable to the Secretary of State. The amount is broken down as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
TOTAL:	\$122.50

Please return a certified copy of the Articles to the attention of the undersigned in the stamped, self-addressed stamped envelope enclosed for your convenience. Thank you in advance for your prompt attention to this matter.

Very truly yours,

Dennis J. Elinger
DENNIS J. EISINGER
For the Firm

Encs.
DJE:as

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FISHMAN & WESSELL MANAGEMENT, INC.

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26 JAN -2 AM 10:39
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation shall be:

FISHMAN & WESSELL MANAGEMENT, INC.

ARTICLE II
DURATION

This corporation shall commence its existence upon the filing of these Articles of Incorporation.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 269 Bent Oak, Royal Palm Beach, Florida 33411.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 269 Bent Oak, Royal Palm Beach, Florida 33411 and the name of the initial registered agent is Donald Wessell, III.

ARTICLE VII
DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Donald Wessell, III

269 Bent Oak
Royal Palm Beach, Florida 33411

Joyce Wessell

269 Bent Oak
Royal Palm Beach, Florida 33411

Gloria Fishman

c/o Donald Wessell, III
269 Bent Oak
Royal Palm Beach, Florida 33411

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles as Sole Incorporator is Donald Wessell, III, 269 Bent Oak, Royal Palm Beach, Florida 33411.

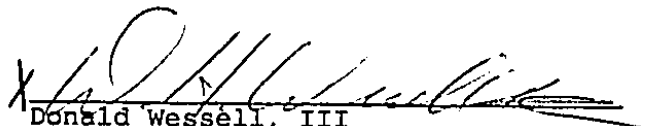
ARTICLE XI
BY-LAWS

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

ARTICLE X
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16 day of November, 1995.


Donald Wessell, III
Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 16 DAY OF NOVEMBER, 1995.

BY:

Donald Wessell, III
Donald Wessell, III

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