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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

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

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

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. Eisinger/HB*  
DENNIS J. EISINGER  
For the Firm

Encs.  
DJE:as

1 SN JAN 06 1996

FILED  
TALLAHASSEE, FLORIDA  
96 JAN -2 AM 10:39

ARTICLES OF INCORPORATION  
OF  
FISHMAN & WESSELL MANAGEMENT, INC.

FILED  
26 JAN 2 1970: 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 filling 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.

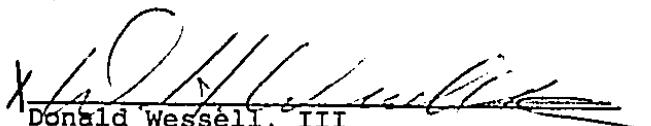
**ARTICLE XI**  
**BY-LAWS**

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

WALLAHASSEE, FLORIDA

95 JAN -2 AM 10:39

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