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1221 Union Avenue
Fourth Floor
Post Office Box 1180
West Palm Beach, Florida 33402-1180
407.531.5100
407.531.5192 (Florida Only)
FAX 407.531.5111

ATTENTION:
M. Wayne Smith, Director
West Palm Beach, Florida
Florida, USA

Quarles & Brady

Direct Dial Number: (407) 653-5124

January 8, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

600001682896
-01/09/96--01103--010
****122.50 ****122.50

Re: Brynteson Georgia Enterprises, Inc.

Dear Sir:

Enclosed is one original and one copy of the Articles of Incorporation and Registered Agent forms for the above-referenced corporation.

The original is to be filed in your office and the copy to be certified and returned to this office. Also enclosed is our firm check in the amount of \$122.50.

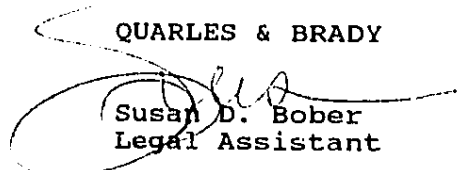
| | |
|---|-----------------|
| Receiving, filing and indexing Articles of Incorporation | \$ 35.00 |
| Certified copy of Articles of Incorporation | \$ 52.50 |
| Registered Agent Fee | <u>\$ 35.00</u> |
| TOTAL | <u>\$122.50</u> |

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JAN 9 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please give me a call me if there is any reason why these requests cannot be met promptly. Thank you for your attention to this matter.

Very truly yours,

QUARLES & BRADY



Susan D. Bober
Legal Assistant

JAN 12 1996 3SB

Enclosures

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ARTICLES OF INCORPORATION

96 JAN -9 AM 8:41

OF

CLERK OF STATE
TALLAHASSEE, FLORIDA

BRYNTESON GEORGIA ENTERPRISES, INC.

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Brynteson Georgia Enterprises, Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office of the corporation is 6235 Haverhill Road, Lake Worth, Florida 33463.

ARTICLE III

Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV

Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V

Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is 6235 Haverhill Road, Lake Worth, Florida 33463, and in the name of its initial registered agent at such address is JENS E. BRYNTESON.

ARTICLE VIII
Incorporator

The name and address of the incorporator is William D. McEachern, Esq., 222 Lakeview Avenue, Fourth Floor, West Palm Beach, Florida 33402-3188.

Executed this 29th day of December, 1995.

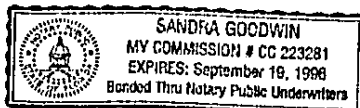
William D. McEachern
William D. McEachern,
Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Personally appeared before me this 31st day of December, 1995 the above-named William D. McEachern. He is personally known to me or has produced a driver's license as identification and did take an oath.

(NOTARY SEAL)


Sandra Goodwin
Notary Public
My Commission Expires: 9/15/96
#CC-223281



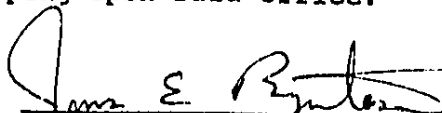
CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE FOR SERVICE OF PROCESS.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

1. That Brynteson Georgia Enterprises, Inc., desiring to organize under the laws of the State of Florida, has named JENS E. BRYNTESON, located at 6235 Haverhill Road, Lake Worth, Florida 33453, as its agent to accept service of process within Florida.


WILLIAM D. MCEACHERN, Incorporator
Dated: December 29th, 1995

2. That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate. The undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.


JENS E. BRYNTESON
Dated: December 29th, 1995

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STATE
FLORIDA