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January 18, 1996

CSC Networks
1201 Hays Street
Tallahassee, FL 32301-2607
Attention: Gayle

Dear Gayle:

Enclosed are Articles of Incorporation to be filed at the Secretary of State. Please file these today, fax a stamped copy to me, and mail a copy in the enclosed envelope.

If you have any questions, please call me.

Sincerely,

Lenyce G. Boyd
Lenyce G. Boyd

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ARTICLES OF INCORPORATION
OF
MANCHESTER FINANCE, INC.

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be Manchester Finance, Inc. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 2499 West Glades Road, Suite 101, Boca Raton, Florida 33431.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is

organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this

Corporation is 625 North Flagler Drive, 9th Floor, West Palm Beach, FL 33401, and the name of the initial registered agent of this Corporation at that address is Thomas A. Sheehan, III, Esq.

ARTICLE VIII

Initial Board of Directors

This Corporation shall have three (3) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is as follows:

Eugene O'Neil

2499 West Glades Road
Suite 101
Boca Raton, Florida 33431

E. Alden Edmuns

2499 West Glades Road
Suite 101
Boca Raton, Florida 33431

Gerald L. Diamond

2499 West Glades Road
Suite 101
Boca Raton, Florida 33431

ARTICLE IX

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

Indemnification

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

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows: Thomas A. Sheehan, III, Esq., 625 N. Flagler Drive, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of January 18, 1996.

Thomas A. Sheehan, III
THOMAS A. SHEEHAN, III Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT MANCHESTER FINANCE, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT CITY OF BOCA RATON, STATE OF FLORIDA HAS NAMED
THOMAS A. SHEEHAN, III, ESQ. LOCATED AT 625 N. FLAGLER DRIVE, 9TH
FLOOR, WEST PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

Thomas A. Sheehan III
THOMAS A. SHEEHAN, III, ESQ.

Incorporator
(Title)

January 18, 1995
(Date)

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE
OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.325, FLORIDA
STATUTES.

Thomas A. Sheehan III
THOMAS A. SHEEHAN, III.
Registered Agent

January 18, 1995
(Date)