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LEWIS, VEGOSEN, ROSENBACH & SILBER, P.A.

ATTORNEYS AT LAW
500 SOUTH AUSTRALIAN AVENUE, 10th FLOOR
WEST PALM BEACH, FLORIDA 33401

ROBERT M. LEWIS (1932-1982)

CASS W. CHRISTINSON
GARY M. DUNKIL
CYNTHIA J. JACKSON
JOHN D. LIVERY
MARSHALL J. OSOFSKY
DEAN J. ROSENBACH *
JOHN R. SHEPPARD, JR.
LOUIS M. SILBER *
SAMUEL A. THOMAS
KENNETH A. TREADWELL
DEAN VEGOSEN
GARY WALK

MAILING ADDRESS:

P.O. BOX 4388
WEST PALM BEACH, FL 33402-4388

OF COUNSEL
EDWARD HOBICK

January 25, 1996

TELEPHONE (407) 659-3300
FAX (407) 832-1991

* Board Certified Child Trial Lawyer

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RECEIVED DATE
1-24-96

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-01/30/96--01053--006
****122.50 ****122.50

RE: Lennox Asset Inc.

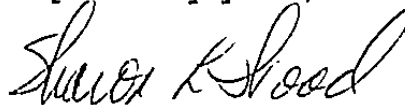
Gentlemen:

Enclosed please find one executed original and one copy of the Articles of Incorporation for the captioned corporation, and Registered Agent form. Additionally enclosed is Lewis, Vegosen, Rosenbach & Silber, P.A. check #11610 in the amount of \$122.50 to cover the filing fee.

Please process and return the certified copy of the Articles of Incorporation at your earliest convenience.

Thank you for your assistance.

Respectfully yours,



Sharon L. Wood, secretary to
Kenneth A. Treadwell

enclosures

cc: Richard Heitmeyer
Richard Comiter, Esq. (w/encl. via fax only)

FILED
95 JAN 29 AM 10:56
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LENNOX ASSET INC.

ARTICLE I - NAME

EFFECTIVE DATE The name of this corporation is:
1-24-96 LENNOX ASSET INC.

FILED
96 JAN 29 AM 10:56
TALLAHASSEE, FLORIDA

ARTICLE II - PRINCIPAL ADDRESS

1700 Palm Beach Lakes Blvd. Suite 1100
West Palm Beach, Florida 33401

ARTICLE III - COMMENCEMENT

This corporation shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$0.10, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is Kenneth A. Treadwell, 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in

the bylaws. The name and address of the initial director of the corporation are:

Richard Heltmeyer
1700 Palm Beach Lakes Blvd. Suite 1100
West Palm Beach, Florida 33401

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:
Kenneth A. Treadwell
500 South Australian Avenue - 10th Floor
West Palm Beach, Florida 33401

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

ARTICLE XI - AMENDMENT

The 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 XII - AFFILIATED TRANSACTIONS

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

ARTICLE XIII - CONTROL-SHARE ACQUISITIONS

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.


ARTICLE XIV - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLE XV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

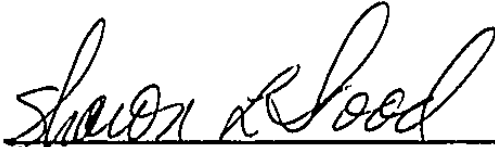
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of January, 1996.


Kenneth A. Treadwell, Incorporator

STATE OF FLORIDA }
COUNTY OF PALM BEACH } SS.:

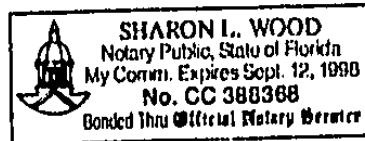
I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned notary public authorized to take acknowledgments in the state and county set forth above, Kenneth A. Treadwell, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 24th day of January, 1996.



Sharon L. Wood, Notary Public
Commission No. CC 388368

My commission expires:



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:

FIRST--THAT LENNOX ASSET INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT THE CITY OF WEST PALM BEACH, STATE OF FLORIDA, HAS
NAMED KENNETH A TREADWELL LOCATED AT 500 S. AUSTRALIAN AVENUE,
10TH FLOOR, CITY OF WEST PALM BEACH, STATE OF FLORIDA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Kenneth A. Treadwell
Kenneth A. Treadwell

TITLE: INCORPORATOR

DATE: January 24, 1996

HAVING BEEN NAMED 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
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Kenneth A. Treadwell
Registered Agent

DATE: January 24, 1996

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1201 HAYS STREET
TALLAHASSEE, FL 32301
901-222-9171
901-222-1111 FAX

800-342-8086

P96000010512



networks

PROVIDE, BAIL,
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 916705 153408A

AUTHORIZATION : Patricia Pysick

COST LIMIT : \$ 35.00

ORDER DATE : April 12, 1996

ORDER TIME : 11:00 AM

ORDER NO. : 916705

CUSTOMER NO: 153408A

000001778530

CUSTOMER: Ms. Linda Davis
Capital Asset Research
Suite 1100
1700 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

CHANGE OF AGENT

NAME: LENNOX ASSET, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper

Corrected
Name
per

4/15
B.A.
Change

FILED
96 APR 12 PM 3:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
96 APR 12 PM 12:16
DIVISION OF CORPORATION

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: LENNOX ASSET INC.

1b. Date of incorporation 1-29-96

Document number

96AP00010512
SECRET
TALLAHASSEE FLORIDA
12 PM 3:02
33401

2. The name and address of the current registered agent and office:
Kenneth A. Treadwell

500 S. Australian Avenue, 10th Floor, West Palm Beach,

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
SIGNATURE

3/12/96

DATE

R.A. Heitmeier President
Typed or printed name and title

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

Corporation Service Company
Laura R. Dunlap, as Agent

SIGNATURE

[Signature]
(Registered Agent)

DATE

4-12-96