P96 0000 12-900

LAW OFFICES OF
POSESS & WALSER, P.A.
7015 BERACASA WAY, SUITE 201
(CORNER OF PALMETTO PARK & POWERLINE RDS.)
BOCA RATON, FLORIDA 33433
(407) 750-1040
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TAX & ESTATE PLANNING DEPARTMENT
THOMAS C. WALSER, LL.M-ESTATE PLANNING
CARYN J. CLAYMAN, LL.M-TAXATION
PETER HOWLEY, ACCOUNTANT
GARY LATMAN, ACCOUNTANT

REAL ESTATE DEPARTMENT
CHARLES C. POSESS
DOUGLAS R. NEU
MONA R. WEISS
GISELE B. ASMAR

February 5, 1996

Secretary of State of Florida
Corporation Division
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

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-02/07/96--01058--019
****122.50  ****122.50
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    Re: **MESAMARK, INC.**

Dear Sir:

    Enclosed please find the original Articles of Incorporation to be filed for the above-referenced corporation.

    Also enclosed is a check for $122.50 covering the filing fees and costs as follows:

Filing Certificate of Incorporation	$35.00
One (1) Certified Copy	52.50
Designation of Registered Agent	35.00
Total	$122.50

    Please return your confirmation letter regarding the incorporation and filing of this company to my office in the enclosed stamped self-addressed envelope.

                     Sincerely,

                     Thomas C. Walser

TCW:lm
cc: Mark C. Adams

FEB 1 2 1996

(2796ss.ltr)

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

MESAMARK, INC.

The undersigned, acting as incorporator(s) of a corporation under the Florida

General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **MESAMARK, INC..** The principal office and

mailing address is 153 East Palmetto Park Road, #508, Boca Raton, FL 33432.

ARTICLE II

This corporation is to exist perpetually.

ARTICLE III

The purpose for which the corporation is organized is to engage in the

transaction of any or all lawful business for which corporations may be incorporated under

the provisions of the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to

issue is 1,000 Common Shares at 1.00 par value.

ARTICLE V

Provisions granting preel.. rights are: The holders of common shares shall, upon the issue or sale of shares of stock, any class (whether now or hereafter authorized), have the right, during such period of time and on such conditions the Board of Directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of common shares, at such price or prices as the Board of Directors may, from time to time, fix and as may be permitted by law.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation are: None.

ARTICLE VII

The street address of the initial registered office of the corporation is 7015 Beracasa Way, Suite 201, Boca Raton, FL 33433, and the name of its initial registered agent at such address is Thomas C. Walser, Esq.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation is one (1) and the names and addresses of the person(s) who is/are to serve as Director(s) until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify is/are:

NAME	ADDRESS(ES)

Mark C. Adams

153 East Palmetto Park Road, #508
Boca Raton, FL 33432

ARTICLE IX

The name and address of each incorporator is/are:

NAME(S)	ADDRESS(ES)

Thomas C. Walser, Esq.

7015 Beracasa Way, Suite 201
Boca Raton, FL 33433

DATED this __5__ day of __Feb__, 1996.

Thomas C Walser
Thomas C. Walser, Esq., Incorporator

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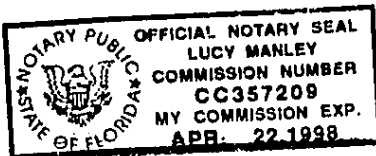   )ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, this ___5___ day of ___
_____ 1996, by Thomas C. Walser, Esq. who is personally known to me, or who
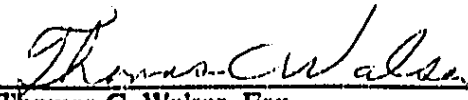has produced _____ as identification.

My Commission Expires:

_____
Notary Public

LUCY MANLEY
_____

CONSENT OF REGISTERED AGENT

I, Thomas C. Walser, Esq., having been designated to act as Registered Agent, hereby agrees to act in this capacity.

_____
Thomas C. Walser, Esq.,
Registered Agent

(2796art.inc)