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JEFFREY G. KLEIN, P.A.
ATTORNEY AT LAW

JEFFREY G. KLEIN, J.D., M.B.A.
ADMITTED TO PRACTICE IN FLORIDA & PENNSYLVANIA

200 NORTH MILITARY TRAIL,
SUITE 170
BOCA RATON, FLORIDA 33431
TELEPHONE (407) 997-0050
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March 14, 1996

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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-03/19/96--01145--010
*****70.00 *****70.00

RE: PENDERS GROUP, INC.

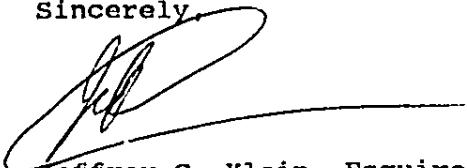
Dear Sir:

Enclosed please find the Articles of Incorporation for the above identified entity together with a check in the amount of \$70.00 payable to the Secretary of State to cover applicable filing fees.

Please file accordingly and return a stamped copy of the filed Articles in the enclosed self addressed stamped envelope.

If you should have any questions or comments, please feel free to contact my office.

Sincerely,



Jeffrey G. Klein, Esquire
JGK.rsk

Enclosure

FILED
96 MAR 19 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAR 25 1996

ARTICLES OF INCORPORATION
OF

PENDERS GROUP, INC.

FILED
96 MAR 19 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation
under Chapter 607 of the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

PENDERS GROUP, INC.

The address of the principal office of this corporation
shall be:

1499 W. Palmetto Park Road, Suite 310

Boca Raton, Florida 33432

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact any or all lawful
activities or business permitted under the laws of the United
States, the State of Florida or any other state, country,
territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is
authorized to have outstanding at any one time is 10,000 shares
of common stock, \$.01 par value per share.

ARTICLE IV
INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

THEODORE FARNSWORTH
1499 W. Palmetto Park Road Suite 310
BOCA RATON, FL 33432

ARTICLE V
REGISTERED AGENT

The name and street address of the initial registered agent of the corporation shall be:

Jeffrey G. Klein
2600 N. Military Trail
Suite 270
Boca Raton, Florida 33431

ARTICLE VI
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

JEFFREY G. KLEIN, ESQUIRE
SUITE 270
2600 NORTH MILITARY TRAIL
BOCA RATON, FLORIDA 33431

IN WITNESS WHEREOF, I have made and subscribed these
Articles of Incorporation this 17th day of March, 1998.


JEFFREY G. KLEIN, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN AFFIDAVIT AND CERTIFICATE OF LIMITED PARTNERSHIP

JEFFREY G. KLEIN, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing CERTIFICATE, is familiar with and accepts the obligations of the position of Registered agent under Section 607.0509, Florida Statutes.



JEFFREY G. KLEIN, REGISTERED AGENT

FILED
96 MAR 19 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA