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WRITER'S DIRECT DIAL

March 29, 1996

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Subject: F. F. South & Company, Inc.

Gentlemen:

Enclosed please find the following in connection with the incorporation of F. F. South & Company, Inc.:

1. Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 to cover the following items:
(a) \$35.00 for filing fee; (b) \$35.00 for designation of Registered Agent; and (c) \$52.50 for one certified copy.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

M. J. Spear

Mrs. Marlis J. Spear
Legal Assistant

/mjs

Enclosures

cc: Mr. Robert I. Kling
Jeffrey P. Wieland, Esq.
David J. Akins, Esq.

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RECEIVED
96 APR -1 PM 12:32
DIVISION OF CORPORATION

RECEIVED

FILED
96 APR -1 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE
12-1-96

PICK UP
1:30

File

2nd

Proctor
4-2-96

ARTICLES OF INCORPORATION
OF
F. F. SOUTH & COMPANY, INC.

FILED
96 APR -1 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

EFFECTIVE DATE
12-1-96

Name

The name of the Corporation shall be F. F. South & Company, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 7600 Dr. Phillips Boulevard, Suite 73, Orlando, Florida 32819, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on April 1, 1996 and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 7600 Dr. Phillips Boulevard, Suite 73, Orlando, Florida 32819. The name of the initial registered agent of the Corporation at the registered office shall be Robert I. Kling.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) directors. The names and addresses of the people who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Michael Rubin	5454 Wisconsin Avenue Suite 1265 Chevy Chase, Maryland 10815
Robert I. Kling	7600 Dr. Phillips Boulevard Suite 73 Orlando, Florida 32819

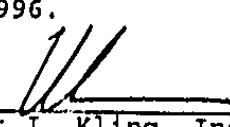
ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:


<u>Name</u>	<u>Address</u>
Robert I. Kling	7600 Dr. Phillips Boulevard Suite 73 Orlando, Florida 32819

Executed this 27 day of March, 1996.


Robert I. Kling, Incorporator

ACCEPTANCE OF REGISTERED AGENT

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Robert I. Kling,
Registered Agent

Date: 3/27/96

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96 APR -1 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA