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OR P.A.

FROM: STRAWN MONAHAN P.A.  
54 N. W. 11th Ave.  
DELRAY BEACH FL 33483-

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: BETHESDA HBO, INC.

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ARTICLES OF INCORPORATION  
OF  
BETHESDA HBO, INC.

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FLORIDA

Article I. - Name

The name of this corporation is BETHESDA HBO, INC.

Article II. - Purpose

This corporation is organized for the purpose of transacting any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

Article III. - Capital Stock

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of common stock, consisting of one class, and having a par value of \$1.00.

Article IV. - Preemptive Right

The shareholders of this corporation, having the same kind, class or series of stock, shall have the preemptive right to purchase, at the price which it is offered to others, a pro rata share (as nearly as may be done without issuance of fractional shares) of unissued or treasury shares of the corporation; or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

JOEL T. STRAWN, ESQUIRE  
STRAWN MONAGHAN & COHEN, P.A.  
54 N. E. FOURTH AVENUE  
DELRAY BEACH, FL 33483  
(407) 278-9400  
FLA. BAR NO. 095581

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**Article V. - Principal Office or  
Mailing Address; Resident Agent**

The mailing address of the corporation and the initial registered office of this corporation is 54 Northeast Fourth Avenue, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation at that address is Joel T. Strawn.

**Article VI. - Initial Board of Directors**

This corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time through Bylaws adopted by the shareholders, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Robert B. Hill	2815 South Seacrest Boulevard Boynton Beach, FL 33430
Robert B. Taylor	2815 South Seacrest Boulevard Boynton Beach, FL 33430
Roger L. Kirk	2815 South Seacrest Boulevard Boynton Beach, FL 33430
Kenneth G. Peltzle	2815 South Seacrest Boulevard Boynton Beach, FL 33430

**Article VII. - Incorporator**

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Joel T. Strawn	54 Northeast Fourth Avenue Delray Beach, FL 33483

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Article VIII. - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders; except those Bylaws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

Article IX. - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on April 5, 1996.

  
Joel T. Strawn, Incorporator


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

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Joel T. Strawn, who is personally known to me or who has produced as identification and who did not take an oath.

8/8 WITNESS my hand and official seal in the County and State last aforesaid this day of April, 1996.



MARJORIE KENNEDY  
My Commission CC401377  
Expires Aug. 18, 1998  
Bonded by HAI  
800-422-1866

  
Notary Public

Print Name: Marjorie Kennedy

My Commission Expires: 8-18-98

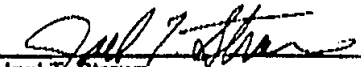
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April 5, 1996

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as the Registered Agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such Registered Agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act.

  
Joel Y. Strawn  
Registered Agent

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April 3, 1996

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