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April 12, 1996

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

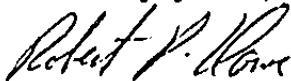
Re: THE ROBERT DOWE GROUP, INC./ARTICLES OF INCORPORATION/  
FLORIDA CORPORATION FOR PROFIT

Gentlemen:

The original plus a duplicate signed copy of the Articles of Incorporation of THE ROBERT DOWE GROUP, INC. are enclosed with this letter, along with the requisite filing fee which includes the cost for one (1) certified copy of the Articles. The Certificate Designating Registered Office & Agent is also included.

Please file the articles as soon as possible and return the certified copy to the undersigned at my address indicated below. If there are any questions, please call me at (954) 752-5277. Thank you for your attention to this request.

Sincerely yours,



ROBERT P. DOWE  
8525 N. W. 29th Drive  
Coral Springs, Florida 33065  
Telephone: (954) 752-5277

RPD/lhd/Enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

THE ROBERT DOWE GROUP, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be: THE ROBERT DOWE GROUP, INC. The corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8525 N. W. 29th Drive  
Coral Springs, Florida 33065

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial Registered Agent at the initial Registered Office are:

ROBERT P. DOWE  
8525 N. W. 29th Drive  
Coral Springs, Florida 33065

ARTICLE V - INCORPORATOR(S)

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

ROBERT P. DOWE  
8525 N. W. 29th Drive  
Coral Springs, Florida 33065

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT P. DOWE	8525 N. W. 29th Drive Coral Springs, Florida 33065

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of April, 1996.



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ROBERT P. DOWE  
Incorporator/President

FILED  
APR 15 1996

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

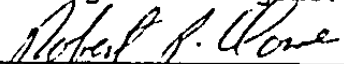
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

1. The name of the corporation is: THE ROBERT DOWE GROUP, INC.

2. The name and address of the Registered Agent and Office is:

ROBERT P. DOWE                      8525 N. W. 29th Drive  
Coral Springs, Florida 33065

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 P. DOWE  
Registered Agent  
Date: April 12, 1996