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ACCOUNT NO. : 072100000032

REFERENCE : 960830   5016821

AUTHORIZATION :

COST LIMIT : $ PREPAID

ORDER DATE : May 21, 1996

ORDER TIME : 9:45 AM

ORDER NO. : 960830

CUSTOMER NO: 5016821

CUSTOMER: Karen Jurewicz, Legal Asst
MOYLE, FLANAGAN, KATZ,
FITZGERALD & SHEEHAN
P.O. Box 658

Stuart, FL 34995-0658

DOMESTIC FILING

NAME: HOLDEN ENTERPRISES, INC.

EFFECTIVE DATE:

XX__ ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX_____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez
                      EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION
OF
HOLDEN ENTERPRISES, INC.

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be HOLDEN ENTERPRISES, INC. (the "Corporation").

ARTICLE II

Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 6542 Wood Lake Road, Jupiter, Florida 33458.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

(a)   To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b)   For the purpose of transacting any or all lawful business.

(c)   To do any and everything pertinent to the above.

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ARTICLE IV

Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar ($1.00) par value common stock.

ARTICLE V

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 900 South Federal Highway, 1st Floor, Stuart, Florida 34994 and the name of the initial registered agent of this Corporation at that address is Gregory D. Cook.

ARTICLE VIII

Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be

increased from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are as follows:

Brian J. Holden   6542 Wood Lake Road
                         Jupiter, Florida 33458

Florence M. Holden   6542 Wood Lake Road
                         Jupiter, Florida 33458

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Indemnification

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

ARTICLE XI

Incorporator

The name and address of the person signing these Articles are as follows: Brian J. Holden, 6542 Wood Lake Road, Jupiter, Florida 33458.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of May, 1996.

_____
Brian J. Holden

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this ___16th___ th day of May, 1996, by Brian J. Holden, as Incorporator of HOLDEN ENTERPRISES, INC., on behalf of the Corporation, and he is personally known to me or has produced ================ as identification and did take an oath.

Notary Name: _____
Notary Public
Serial (Commission) Number
(if any) _____

(NOTARY SEAL)
GREGORY D. COOK
MY COMMISSION # CC 559818
EXPIRES: March 2, 2000
Bonded Thru Notary Public Underwriters

I hereby accept appointment as Registered Agent of HOLDEN ENTERPRISES, INC., as provided in Article VII, hereof.

Gregory D. Cook
Registered Agent

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- 4 -