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LAW OFFICE OF
SIEGEL & LIPMAN

GARY B. DUNAY
KENNETH W. LIPMAN
JONATHAN L. SHEPARD
CARL E. SIEGEL
OF COUNSEL
STEVEN M. GOLDBMITH

FILED

96 MAY 23 AM 9:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE PLAZA - SUITE 801
8385 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486
(407) 368-7700
FACSIMILE (407) 368-9274

May 22, 1996

Corporate Records Bureau
Secretary of State, State of Florida
P.O. Box 6327
Tallahassee, FL 32314

9000001837283
-05/23/96--01070--003
*****70.00 *****70.00

Re: Our File No. 96-20158
Glenwood Investor Corp.

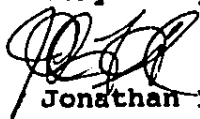
Dear Sir/Madam:

Enclosed are the following:

1. Two (2) original Articles of Incorporation of Glenwood Financial Corp; and
2. Check in the amount of \$70 for filing fees.

Please return a file-stamped copy of the Articles in the enclosed envelope.

Very truly yours,



Jonathan L. Shepard

JLS/bjp
Enclosures

Bonnie Peck GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. Name
DATE 5-30-96
DOC. EXAM KH

24
5-31-96

**ARTICLES OF INCORPORATION
OF
GLENWOOD ACQUISITION CORP.**

FILED
96 MAY 23 AM 9 09
SECRET
TALLAHASSEE, FLORIDA

**ARTICLE 1
NAME**

The name of this Corporation is Glenwood Acquisition Corp.

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be 20590 Carousel Circle West, Boca Raton, Florida 33434.

**ARTICLE 3
MAILING ADDRESS**

The mailing address of this Corporation shall be 20590 Carousel Circle West, Boca Raton, Florida 33434.

**ARTICLE 4
PURPOSES AND POWERS**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE 5
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of ONE CENT (\$.01) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 20590 Carousel Circle West, Boca Raton, Florida 33434, and the name of the initial registered agent of this Corporation at that address is Brent A. Peterson.

ARTICLE 7
INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Brent A. Peterson.

ARTICLE 8
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this 21st day of May 1996.



Brent A. Peterson, Incorporator

**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
GLENWOOD ACQUISITION CORP.**

FILED
96 MAY 23 AM 9 05
SECRET
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

Glenwood Acquisition Corp., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Brent A. Peterson, located at 20590 Carousel Circle West, City of Boca Raton, County of Palm Beach, State of Florida 33434, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.


BRENT A. PETERSON

SIEGEL, LIPMAN, DUNAY, & SHEPARD, LLP

GARY D. DUNAY
KENNETH W. LIPMAN
JONATHAN L. SHEPARD
CARL E. SIEGEL
OF COUNSEL
STEVEN M. GOLDSMITH

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5355 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486

(861) 368-7700
FAX: (861) 368-9274

P96000046/06

May 14, 1997

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

Re: Our File No. 96-20158
Peterson/Glenwood Acquisition Corp.

900002187779--1
-05/22/97--01037--005
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed are two (2) originals of Articles of Amendment to Articles of Incorporation of Glenwood Acquisition Corp., together with the filing fee of \$35.

Please file immediately and return a file-stamped copy to me using the stamped, self-addressed envelope enclosed.

Very truly yours,


Jonathan L. Shepard

JLS/bjp
Enclosures

cc: Mr. Brent A. Peterson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 22 2:11:01

Amended
MAY 29 1997

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GLENWOOD ACQUISITION CORP.**

RECEIVED
MAY 22 1997

The undersigned, being the Incorporator of Glenwood Acquisition Corp., a Florida corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of Glenwood Acquisition Corp., a Florida corporation, on behalf of the Corporation, and further states as follows:

1. Article 5 is amended in its entirety to read as follows:

***ARTICLE 5
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is One Million (1,000,000) shares of Common Stock, having a par value of ONE CENT (\$.01) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution."

2. The foregoing amendment was adopted by the Incorporator on May 14, 1997. Pursuant to Florida Statutes §607.1005 shareholder action was not required.

IN WITNESS WHEREOF, the undersigned Incorporator of this corporation has executed these Articles of Amendment to the Articles of Incorporation on May 14, 1997, all in accordance with Section 607.1006, Florida Statutes.

GLENWOOD ACQUISITION CORP.,
a Florida corporation

By:


Brent A. Peterson, Incorporator