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OFFICE
McFARLAIN, WILLEY, CASSEDY & JONES
PROFESSIONAL ASSOCIATION

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MARSHALL R. CASSEDY
ROCELIO J. FONTELA
J. ROBERT GRIFFIN
DOUGLAS P. JONES
HAROLD R. MANDENBOROUGH, JR.
RICHARD C. McFARLAIN
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96 JUN 26 11 33
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TELECOPIER COVER LETTER

Date: June 26, 1996

Please deliver the following pages to:

TO: Dave Mann

FAX NO: 487-6012

FROM: Melanie - Richard McFarlain's Office

RE: Designation of Registered Agent - Chauncey & Seigle

MESSAGE:

Per our conversation - original will follow

Total Number of Pages: 2 (including this cover letter)

Client and Matter Number: 00100.000

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PLEASE CALL BACK AS SOON AS POSSIBLE.**

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TH
6-26-96



ARTICLES OF INCORPORATION

OF

Chauncey & Seigle, P.A.

FILED
96 JUN 26 PM 3:35
SECRET
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation, being duly licensed to practice law under the laws of the state of Florida, adopt these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is Chauncey & Seigle, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 241 Bradley Place, Palm Beach, Florida 33480.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1,000 shares of common stock without par value.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 241 Bradley Place, Palm Beach, Florida 33480. The name of the initial registered agent at that address is Harrison K. Chauncey, Jr

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of two (2) members. The names and addresses of the members of the first board of directors are:

Name	Address
Harrison K. Chauncey, Jr.	1921 Embassy Drive, West Palm Beach, Florida 33401
Susan M. Seigle	6417 Pinyon Pine Court Lantana, Florida 33462

ARTICLE VIII. SUBSCRIBERS

The names and addresses of the persons signing these articles of incorporation as subscribers are:

Name	Address
Harrison K. Chauncey, Jr.	1921 Embassy Drive, West Palm Beach, Florida 33401
Susan M. Seigle	6417 Pinyon Pine Court Lantana, Florida 33462

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

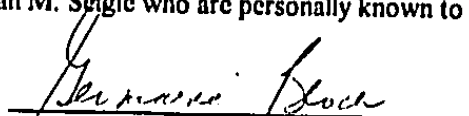
IN WITNESS WHEREOF, the undersigned subscribers executed these articles of incorporation on June 20, 1996.

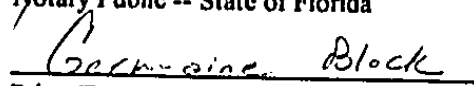

Harrison K. Chauncey, Jr.


Susan M. Seigle

STATE OF FLORIDA
COUNTY OF PALM BEACH

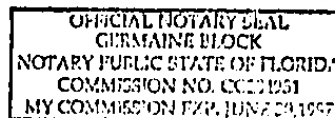
The foregoing articles of incorporation were acknowledged before me on this 20 day of June, 1996, by Harrison K. Chauncey, Jr. and Susan M. Seigle who are personally known to me.


Notary Public -- State of Florida


Print, Type, or Stamp
Commissioned

Name of Notary Public

(Seal)



**CERTIFICATE OF DESIGNATION OF
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: Chauncey & Seigle, P.A.

2. The name and address of the registered agent and office is:

Harrison K. Chauncey, Jr.

(NAME)


241 Bradley Place

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Palm Beach, Florida 33480

(CITY/STATE/ZIP)

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.


(SIGNATURE)

6/26/96

(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314