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August 20, 1996

VIA FEDERAL EXPRESS


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FLORIDA DEPT. OF STATE
DIVISION OF CORPORATIONS
NEW ACCOUNT FILING SECTION
409 EAST GAINES STREET
TALLAHASSEE, FL

Dear Department Representative:

Encloses please find the required Articles of Incorporation for Devon, Inc., along with a check for the \$122.50 filing fee. Your expedient attention to this filing is **greatly** appreciated.

Sincerely,


Adam D. Kaplan
President, Devon Inc.

FILED
96 AUG 22 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AUG 23 1996 BSB

ARTICLES OF INCORPORATION
OF
DEVON, INC.

FILED
96 AUG 22 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE:

The name of this corporation is: **DEVON, INC.**

ARTICLE TWO:

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

ARTICLE THREE:

The aggregate number of shares which this corporation shall have authority to issue is TEN THOUSAND (10,000) shares of common stock, ONE (\$1.00) DOLLAR par value, shall be designated as "Common Shares".

ARTICLE FOUR:

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE FIVE:

The street address of the initial principal office of this corporation is

2875 N.W. 191st Street
Turnberry Plaza ,Suite 500
Aventura, FL 33180 ,

and the name and address of the Registered Agent of this corporation is:

ADAM D. KAPLAN, ESQ.
2875 N.W. 191st Street
Turnberry Plaza ,Suite 500
Aventura, FL 33180

ARTICLE SIX:

This corporation shall have one (1) director to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation is:

ADAM D. KAPLAN
2875 N.W. 191st Street
Turnberry Plaza ,Suite 500
Aventura, FL 33180

ARTICLE SEVEN:

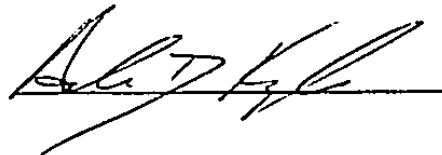
The name and address of the incorporator of this corporation, who is the person signing these Articles is: .

ADAM D. KAPLAN
2875 N.W. 191st Street
Turnberry Plaza ,Suite 500
Aventura, FL 33180

ARTICLE EIGHT:

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

NOW THEREFORE, the undersigned incorporator has executed these Articles of Incorporation this 20th day of , August, 1996.

A handwritten signature in black ink, appearing to read 'Adam D. Kaplan', written over a horizontal line.

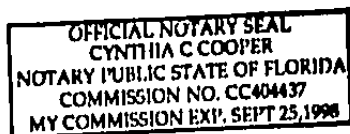
STATE OF FLORIDA)

ss

COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared ADAM D. KAPLAN, to me well known to be the person described as the incorporator in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County above this 20th day of August, 1996.

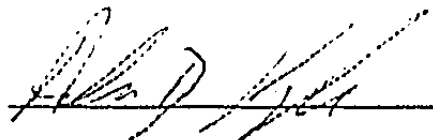



Notary Public - State of Florida

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

I, , the undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of , do hereby accept such designation and agree to comply with the Laws of the State of Florida relative thereto.


Registered Agent