



GALIN D. POWERS
JAMES C. PYLES
RONALD N. SUTHER
RICHARD E. VERVILLE
MARY SUSAN PHILIP
MARK R. HIGGINS
THOMAS K. HYATT
ROBERT J. SANER
STANLEY A. FREEMAN
BARBARA E. STRAUB

DAVID C. BICK
PETER W. THOMAS
CHRISTOPHER L. KEOUGH
JOEL M. RUDNICK
SUZANNE B. SEITZ
DEENA M. UMBARGER

DIC. MARINA L. WISS
DIRECTOR
PUBLIC POLICY AND GOVERNMENT RELATIONS

OF COUNSEL
D. BENSON LESDAHL
JINNY A. BRODY
REBECCA L. BLUM
DONALD W. AARONSON, M.D.
CHICAGO, ILLINOIS
WILLIAM GRAY MEYER
PHOENIX, ARIZONA
JOE ILG, FULCHER
ALBUQUERQUE, NEW MEXICO
*Member of California Bar

PP96000015979
September 10, 1996

VIA FEDERAL EXPRESS

Corporations Division
State Department
Secretary of State's Office
409 East Gaines St.
Tallahassee, Florida 32314

600001944836
-09/11/96--01076--013
***122.50 ***122.50

RECEIVED
SEP 11 PM 2:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Articles of Incorporation for Consolidated Holdings Florida, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for Consolidated Holdings Florida, Inc., as well as the acceptance of designation from the registered agent for the corporation. I have also enclosed a completed Federal Express airbill in order to expedite return of the certified copy of the Articles of Incorporation to us. Finally, we have included a check in the amount of \$122.50, to cover the filing fee as well as the fee to obtain a certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter. Please call me if you have any questions regarding this filing.

Sincerely,

Deena M. Umbarger

Enclosures

**ARTICLES OF INCORPORATION
OF
CONSOLIDATED HOLDINGS FLORIDA, 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 the Corporation shall be: Consolidated Holdings Florida, Inc.

ARTICLE II

Principal Office

The address of the initial principal office shall be: 901 Lake Destiny Drive, Suite 275
Maitland, Florida 32751

ARTICLE III

Capital Stock

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1000 shares of common stock, with a par value of \$1.00 per share. Shares shall be of a single class, which shall have unlimited voting rights and which are entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE IV

Registered Office and Agent

The name and address of the initial registered agent is: C T Corporation System, 1200
South Pine Island Road, Plantation, Florida 33324.

ARTICLE V

Incorporator

The name and address of the incorporator is: Galen D. Powers, 1275 Pennsylvania
Avenue, N.W., 3rd Floor, Washington, D.C. 20004.

FILED
96 SEP 11 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator has executed these Articles of Incorporation this ____ day
of August 1996.



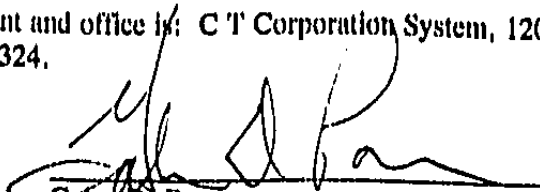
Galen D. Powers
Incorporator

**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: Consolidated Holdings Florida, Inc.
2. The name and address of the registered agent and office is: C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

Dated: _____


Galen D. Powers
Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, C T Corporation System hereby accepts the appointment as registered agent and agrees to act in this capacity. C T Corporation System further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, and affirms that it is familiar with and accepts the obligations of its position as registered agent.

Dated: 8/22/96

C T Corporation System

By: _____

Charles F. Shampand

Title: Assistant Secretary

FILED
SEP 11 PM 2:14
CLERK OF STATE
TALLAHASSEE FLORIDA