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October 3, 1996

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600001966956
-10/08/96--01023--009
*****100.00 *****100.00

600001966956
-10/08/96--01023--010
*****22.50 *****22.50

RE: Centrefund Acquisition Corp.
Our File No.: 1850.001

Dear Sir or Madam:

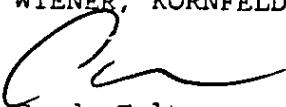
In connection with the above referenced matter, enclosed herewith please find two (2) originally executed Articles of Incorporation for Centrefund Acquisition Corp., as well as this firm's check in the amount of \$122.50 to cover your costs in filing the same.

Please return to the undersigned one of the originals stamped-in so that the same may be placed in the client's Corporate Minute Book.

As always, your assistance is appreciate and should you have any questions with regard to the enclosed, please do not hesitate to call me.

Very truly yours,

LEVY, KNEEN, MARIANI, CURTIN,
WIENER, KORNFELD & DEL RUSSO, P.A.


Candy Feltner
Assistant

enc:

FILED
96 OCT -7 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER OCT '96 1996

ARTICLES OF INCORPORATION
OF
CENTREFUND ACQUISITION CORP.

FILED
96 OCT -7 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME

The name of the corporation shall be CENTREFUND ACQUISITION CORP. The principal office and mailing address of the corporation is 2401 PGA Boulevard, Suite 168, Palm Beach Gardens, Florida, 33410.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is and engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$1.00 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 1400 Centrepark Boulevard, Ste. 1400, West Palm Beach, Florida 33401, and the name of the initial registered agent at such address is David J. Wiener.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are:

John W.S. Preston
c/o Centrecorp Management
Services, Inc.
2401 PGA Boulevard
Suite 168
Palm Beach Gardens, FL 33410

Robert S. Green
c/o Centrecorp Management
Services, Inc.
2401 PGA Boulevard
Suite 168
Palm Beach Gardens, FL 33410

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles is:
David J. Wiener, Esquire, Levy, Kneen, Mariani, Curtin, Wiener,
Kornfeld & del Russo, P.A., 1400 Centrepark Blvd., Suite 1000, West
Palm Beach, Florida, 33401.

IN WITNESS WHEREOF, we have made and subscribed these Articles
this 3rd day of October, 1996.

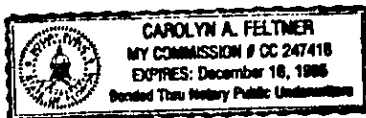


DAVID J. WIENER

STATE OF FLORIDA)
)SS.:
COUNTY OF PALM BEACH)

Before me personally appeared David J. Wiener, to me well known
and known to me to be the person described in and who executed the
foregoing instrument, and acknowledged to and before me that he
executed said instrument for the purposes therein expressed and did
take an oath.

WITNESS my hand and official seal this 3rd day of October,
1996.



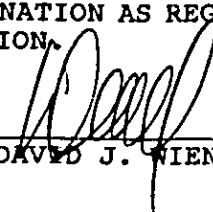


NOTARY PUBLIC

My Commission Expires:

(NOTARIAL IMPRESSION SEAL)

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH
IN THESE ARTICLES OF INCORPORATION.



DAVID J. WIENER

FILED
96 OCT -7 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA