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PARKER, HUDSON, RAINER & DOBBS

ATTORNEYS AT LAW

1500 MARQUIS TWO TOWER
205 PEACHTREE CENTER AVENUE, N.E.
ATLANTA, GEORGIA 30303

(404) 523-5300

TELECOMMER
(404) 522-8409

November 6, 1996

VIA HAND DELIVERY

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

400001998374--7
-11/07/96--01004--011
*****78.75 *****78.75

Re: Filing of Articles of Incorporation
of AlignisOne of Florida, Inc.

Dear Sir or Madam:

To effect the incorporation of AlignisOne of Florida, Inc., we deliver to you herewith the following documents:

- (1) An original and one copy of the Articles of Incorporation of AlignisOne of Florida, Inc.;
- (2) A Certificate of Designation of Registered Agent/Registered Office; and
- (3) A check in the amount of \$78.75 payable to the Florida Secretary of State in payment of the filing fees.

We respectfully request that you file the enclosed Articles of Incorporation, issue a Certificate of Incorporation and take such other actions as are required by law to effect the Incorporation of AlignisOne of Florida, Inc. Please return to our offices a conformed copy of the Articles of Incorporation with the Certificate of Incorporation attached herein. Please notify the undersigned at the above phone number if you have any questions regarding these documents.

Sincerely,


Karen A. Putnal

KAP/rrh
Enclosures

(4003.1)

Call When Ready
Sara

me NOV 6 1996

96 NOV 7 1996
FILED
THE PERKINS HOUSE
SUITE 200
118 NORTH GADSDEN STREET
TALLAHASSEE, FLORIDA 32301
TELEPHONE
(904) 801-0101
4:37
STATE
OF FLORIDA

RECEIVED
96 NOV -6 PM 4:12
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
ALIGNISONE OF FLORIDA, INC.

FILED
96 NOV -6 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.

The name of the Corporation shall be AlignisOne of Florida, Inc.

2.

The Corporation shall have the authority to issue an aggregate of Five Hundred Thousand (500,000) shares of stock, no par value, that together have unlimited voting rights and that together are entitled to receive the net assets of the Corporation upon dissolution. Said shares of stock may be referred to as "Common Stock".

3.

No director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, other than liability (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law, (iii) for the types of liability set forth in Section 607.0831 of the Florida Business Corporation Act, or (iv) for any transaction from which the director derived an improper personal benefit. If the Florida Business Corporation Act is hereafter amended to authorize the further limitation or elimination of the liability of a director, then the liability of a director of the Corporation shall

be limited or eliminated to the fullest extent permitted by the amended Florida Business Corporation Act. Any repeal or modification of this Article 3 shall be prospective only, and shall not adversely affect any limitation or elimination of the personal liability of a director of the Corporation existing at the time of such repeal or modification.

4.

Any action required by the Florida Business Corporation Act to be taken at a meeting of shareholders of the Corporation or any action which may be taken at a meeting of the shareholders may be taken without a meeting if written consent setting forth the actions so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

5.

The initial Board of Directors of the Corporation shall consist of three (3) members whose names and addresses are as follows:

Daniel W. Hollis
Alignis, Inc.
1055 Lenox Park Boulevard, Suite 150
Atlanta, Georgia 30319

Christopher D. Illick
Oakes, Fitzwilliams & Company, L.L.P.
909 Third Avenue, Ninth Floor
New York, New York 10022

Walter Channing
CW Group
1041 Third Avenue
New York, New York 10021

6.

The address of the initial registered office of the Corporation shall be 118 North Gadsen Street, Suite 200, Tallahassee, Florida 32301. The initial registered agent of the Corporation at such address shall be Karen A. Putnal, Esq.

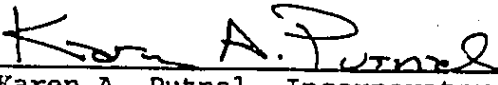
7.

The name of the incorporator is Karen A. Putnal, Esq., and her address is 118 North Gadsden Street, Suite 200, Tallahassee, Florida 32301.

8.

The mailing address of the initial principal office of the Corporation is 1055 Lenox Park Boulevard, Suite 150, Atlanta, Georgia 30319.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.


Karen A. Putnal, Incorporator

Parker, Hudson, Rainer & Dobbs
118 North Gadsden Street
Suite 200
Tallahassee, Florida 32301

jmc\incorp\alignis\art.flb

**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: AlignisOne of Florida, Inc.
2. The name and address of the registered agent and office is:

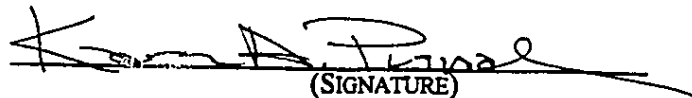
Karen A. Putnal, Esq.
(NAME)

119 North Gadsden Street, Suite 200
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, Florida 32301
(CITY/STATE/ZIP)

FILED
96 NOV -6 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

11-6-96
(DATE)