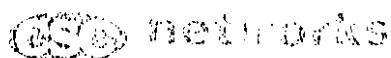


1201 HAYS STREET
FALLAHASSEE, FL 33101-2007
904-222-1711
FAX 904-222-1711

800-342-8086

P96000099597



ACCOUNT NO. : 072100000032

REFERENCE : 181998 7103152

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 70.00

ORDER DATE : December 10, 1996

ORDER TIME : 10:10 AM

ORDER NO. : 181998-005

CUSTOMER NO: 7103152

500002024685-1

CUSTOMER: Ms. Janeice Martin
GOODLETTE COLEMAN & JOHNSON,
P.A.
Suite 300
4001 Tamiami Trail North
Naples, FL 33940-3556

DOMESTIC FILING

NAME: THE TANDEM GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
THE TANDEM GROUP, INC.**

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is: THE TANDEM GROUP, INC., a Florida corporation.

**ARTICLE II
CAPITAL STOCK AND SHAREHOLDERS**

The aggregate number of shares which this Corporation shall have authority to issue is ONE THOUSAND (1,000) shares of common stock, the par value of each such share being ONE CENT (\$.01). The initial issuance of common stock shall be ONE HUNDRED (100) shares, with the initial shareholders and their respective stock holdings as follows:

<u>Name</u>	<u>Number of Shares Held</u>
Albert Lopez	50
Jutta V. Lopez	50

**ARTICLE III
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the names and addresses of the persons who shall serve as members of the Board of Directors until the election of their successors are as follows.

<u>Name</u>	<u>Address</u>
Albert Lopez	The Breakwater at Pelican Bay 760 Bentwater Circle, Number 204 Naples, Florida 34108

Jutta V. Lopez

The Breakwater at Pelican Bay
760 Bentwater Circle, Number 204
Naples, Florida 34108

ARTICLE IV
INITIAL OFFICERS

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President and Treasurer	Albert Lopez	The Breakwater at Pelican Bay 760 Bentwater Circle, Number 204 Naples, Florida 34108
Secretary	Jutta V. Lopez	The Breakwater at Pelican Bay 760 Bentwater Circle, Number 204 Naples, Florida 34108

ARTICLE V
INCORPORATOR

The sole incorporator of the Corporation is Albert Lopez, whose address is The Breakwater at Pelican Bay, 760 Bentwater Circle, Number 204, Naples, Florida 34108.

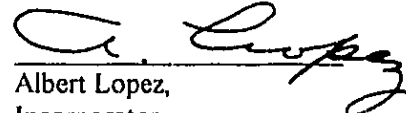
ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 4001 Tamiami Trail North, Naples, Florida 34103, and the name of the initial registered agent of this Corporation at that address is: Kevin G. Coleman.

ARTICLE VII
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be: The Breakwater at Pelican Bay, 760 Bentwater Circle, Number 204, Naples, Florida 34108.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 9th day of December, 1996.


Albert Lopez,
Incorporator

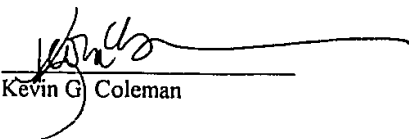
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT THE TANDEM GROUP, INC., desiring to organize or qualify under the laws of
the State of Florida, with its principal place of business located at The Breakwater at Pelican Bay,
760 Bentwater Circle, Number 204, Naples, Florida 34108, has named Kevin G. Coleman,
located at 4001 Tamiami Trail North, Suite 300, Naples, FL 33940, as its registered agent to
accept service of process within 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 agree to 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.

Dated: December 9, 1996


Kevin G. Coleman