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P96000101119

December 12, 1996

File No.

500002028645--1
-12/13/96--01049--014
****122.50 ****122.50

Bureau of Corporate Records
State of Florida
409 East Gaines Street
Tallahassee, Florida 32301

RE: Incorporation of TOBIAS MANAGEMENT, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above referenced proposed Florida corporation.

Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$70.00
Certified Copy	\$30.00
Registered Agent Designation	\$22.50
Total	\$122.50

FILED
96 DEC 13 AM 11:45
SEC. OF STATE
TALLAHASSEE, FLORIDA

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible in the enclosed UPS return package.

Thank you for your anticipated cooperation.

CFP/mmw
Enclosures

Very truly yours,

Charles F. Possess
Charles F. Possess

ARTICLES OF INCORPORATION
OF
TOBIAS MANAGEMENT, INC.

FILED
96 DEC 13 AM 11:45
SECRETARY OF STATE
TALLAHASSEE FL 32304

ARTICLE I. NAME

The name of the corporation is TOBIAS MANAGEMENT, INC.

ARTICLE II. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue three hundred (300) shares of One Dollar (\$1.00) par value common stock which shall be designated as common stock.

ARTICLE IV. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is MARK MILLER and the name of the initial registered agent of this corporation at that address is 7531 High Ridge Road, Lantana, Florida 33462.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1) director. The name and address of the initial director(s) of this corporation is:

MARK MILLER
7531 High Ridge Road
Lantana, FL 33462

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

MARK MILLER
7531 High Ridge Road
Lantana, FL 33462

ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation will be 7531 High Ridge Road, Lantana, Florida. The mailing address of the corporation shall be 7531 High Ridge Road, Lantana, Florida 33462.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the share holders.

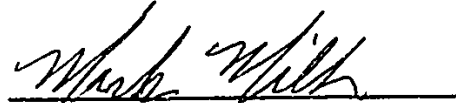
ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI. AMENDMENT

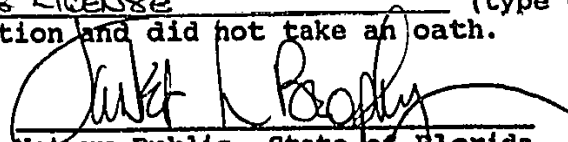
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on Dec 12, 1996.

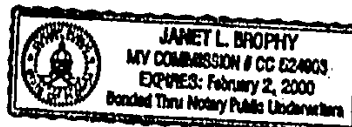

MARK MILLER

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12 day of December, 1996 by MARK MILLER as Incorporator of TOBIAS MANAGEMENT, INC., a Florida corporation to be formed, on behalf of the corporation. He/She is personally known to me or has produced FLORIDA DIVERS LICENSE (type of identification) as identification and did not take an oath.


Notary Public, State of Florida
Name: JANET L. BROPHY

My commission expires:

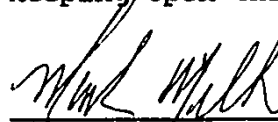


CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT WHOM
PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with this Statute:

That TOBIAS MANAGEMENT, INC., desiring to organize under the
laws of the State of Florida as indicated in the Articles of
Incorporation, has named MARK MILLER located at 7531 High Ridge
Road, Lantana, Florida 33462, as its agent to accept service of
process within the State of Florida.

Having been named to accept service of process for the above-
named corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open this office.



MARK MILLER
Registered Agent

FILED
96 DEC 13 AM 11:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA