

LEWIS & MCKENNA
ATTORNEYS AT LAW

PAUL Z. LEWIS*
MICHAEL F. MCKENNA*
GEOFFREY MCC. JOHNSON*
SHERRY L. FOLEY*
JOHN A. NAPOLITANO*
JAMES D. HAY*
MARIANGELA CHIARAVALLOTO*
COLIN M. QUINN**
TIMOTHY J. FOLEY*
WILLIAM J. CONWAY*

NEW JERSEY OFFICE
82 EAST ALLENDALE ROAD
SADDLE RIVER, N.J. 07458
(201) 934-9800
TELECOPIER: (201) 934-8681

NEW YORK OFFICE
230 PARK AVENUE
SUITE 2240
NEW YORK, N.Y. 10169
(212) 772-0943

ROBERT J. BENNETT*
JAMES W. ANDERSON*
OF COUNSEL

FLORIDA OFFICE
411 N. CALHOUN STREET
P.O. BOX 10478
TALLAHASSEE, FL 32312
(904) 881-3811
TELECOPIER: (904) 881-3832

NJ BAR
NY BAR
DC BAR
FL BAR
CT BAR
MD BAR
GA BAR
TN BAR

January 30, 1997

REPLY TO:

NJ

Florida Secretary of State
Bureau of Commercial Incorporation Services
P.O. Box 6327
Tallahassee, FL 32314

200002079242--8
-02/05/97--01133--010
****122.50 ****122.50

Re: Prestige National, Inc.

Dear Sir/Madam:

Pursuant to my recent conversation with a representative of your office, I am enclosing an original and one copy of the Articles of Incorporation for the above-referenced corporation. I am also enclosing a check in the amount of \$122.50 to cover the fees for incorporation and for obtaining a certified copy of the Articles of Incorporation.

Please return the certified copy in the self-addressed, stamped envelope provided. Should you have any questions or comments, please call me at (201)934-9800.

Thank you for your attention to this matter.

Sincerely,

Timothy J. Foley
Timothy J. Foley

Encl.
JD101.023

97 FEB 14 AM 10:55

FILED

WGA-305
P.O.
R.A. Davis



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 6, 1997

**LEWIS & MCKENNA
% TIMOTHY J FOELY
82 EAST ALLENDALE ROAD
SADDLE RIVER, NJ 07458**

**SUBJECT: PRESTIGE NATIONAL, INC.
Ref. Number: W97000003055**

We have received your document for PRESTIGE NATIONAL, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

MUST HAVE REGISTERED AGENT ORIGINAL SIGNATURE.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 197A00006449

Postmarked _____

2/10/97

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

LEWIS & MCKENNA
ATTORNEYS AT LAW

PAUL Z. LEWIS**†
MICHAEL F. MCKENNA**†Δ
GEOFFREY McC. JOHNSON*†
SHERRY L. FOLEY*†□Δ
JOHN A. NAPOLITANO*†
JAMES D. HAY*†
MARIANGELA CHIARAVALLI*†
COLIN M. QUINN**†
TIMOTHY J. FOLEY*†§
WILLIAM J. CONWAY†Δ*

ROBERT J. BENNETT*†
JAMES W. ANDERSONΔ
OF COUNSEL

* NJ BAR
† NY BAR
* DC BAR
Δ FL BAR
□ CT BAR
§ MD BAR
§ GA BAR
Δ TN BAR

February 11, 1997

NEW JERSEY OFFICE
82 EAST ALLENDALE ROAD
SADDLE RIVER, N.J. 07458
(201) 834-9800
TELECOPIER: (201) 834-8881

NEW YORK OFFICE
230 PARK AVENUE
SUITE 2240
NEW YORK, N.Y. 10169
(212) 772-0945

FLORIDA OFFICE
411 N. CALHOUN STREET
P.O. BOX 10475
TALLAHASSEE, FL 32302
(904) 681-3813
TELECOPIER: (904) 222-1732

REPLY TO:

NJ

Ms. Loria Poole
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

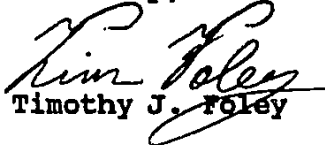
Re: Prestige National, Inc.

Dear Ms. Poole:

Enclosed are an original and one copy of the revised documents with respect to the above corporation, pursuant to your correspondence dated February 6, 1997, a copy of which is also enclosed.

Thank you.

Sincerely,


Timothy J. Foley

Encl.
JD101.056

CERTIFICATE OF INCORPORATION

OF

PRESTIGE NATIONAL, INC.

THIS IS TO CERTIFY that there is hereby organized a corporation under and by virtue of Chapter 607 of the Florida General Corporation Act" in the State of Florida.

FILED
97 FEB 14 AM 10:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article 1

The name of the corporation is PRESTIGE NATIONAL, INC.

Article 2

The corporation's principal place of business, mailing address, and initial registered office is 2200 Andrews Avenue, Pompano Beach, Florida 33069. The name of the registered agent for the corporation is Jena DiDonato.

Article 3

The purpose for which this corporation is organized is to engage in any activity within the purpose for which corporations may be organized under the "Florida General Corporation Act," Chapter 607 of the Florida Statutes.

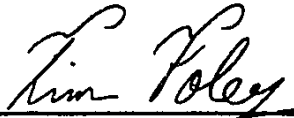
Article 4

The aggregate number of shares that the corporation shall have authority to issue is 300 without par value.

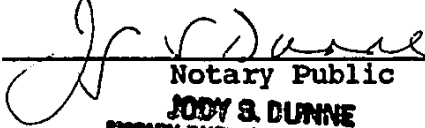
Article 5

The name and address of the incorporator is Timothy J. Foley, Lewis & McKenna, 82 East Allendale Road, Saddle River, NJ 07458.

IN WITNESS WHEREOF, the incorporator being over eighteen years of age, has signed this certificate on this 30th day of January, 1997.



Timothy J. Foley

I hereby declare that Timothy J. Foley, being known to me executed the foregoing Certificate of Incorporation as his own act and deed


Notary Public
JODY S. DUNNE
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires 12/11/2000

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute Chapter 607, Section 0501, PRESTIGE NATIONAL, INC. hereby designates Jena DiDonato as its registered agent, and the undersigned hereby accepts the appointment as registered agent for that corporation. The undersigned is familiar with and accepts the obligations of that position as set out in Chapter 607, Section 0505 of the Florida Statutes.


Jena DiDonato

JD101.022

FILED
97 FEB 14 AM 10:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA