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March 11, 1997

James M. Reed
Ricardo A. Roig
John A. Schifino
William J. Schifino, Jr.
Scott I. Steady
Kenneth G. Turkel
David B. Weinstein
Robert V. Williams

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporations
Corporate Charter Section
409 E. Gaines Street
Tallahassee, Florida 32399

600002111336---4
-03/12/97--01073--012
****122.50 ****122.50

Re: Davidson Scott, Inc.

Dear Sir/Madam:

Attached is one original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file these Articles and return a certified copy to our office.

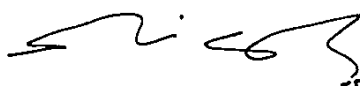
Also enclosed is a check in the amount of \$122.50 to cover expenses as follows:

FILING FEE	\$35.00
REGISTERED AGENT FEE	\$35.00
CERTIFIED COPY	<u>\$52.50</u>
TOTAL	\$122.50

FILED
97 MAR 12 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions regarding the enclosed documentation and the filing thereof, please contact our office by telephone. Your assistance in this matter is sincerely appreciated.

Very truly yours,


Ricardo A. Roig

RAR/rlf
Enclosures

Dmc
3/18/97

EFFECTIVE DATE
3-11-97

ARTICLES OF INCORPORATION
OF
DAVIDSON SCOTT, INC.

FILED

97 MAR 12 PM 2:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator files these Articles of Incorporation with the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit in accordance with the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

EFFECTIVE DATE

ARTICLE ONE
NAME AND PRINCIPAL OFFICE OF CORPORATION

3-11-97

The name of this corporation is Davidson Scott, Inc., (the "Corporation"). The principal place of business and mailing address of the Corporation is 4304 West El Prado Boulevard, Tampa, Florida 33629.

ARTICLE TWO
CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE THREE
CORPORATE EXISTENCE AND DURATION

The period of duration of the Corporation shall be perpetual commencing on the date of execution and acknowledgement of these Articles.

ARTICLE FOUR
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is One Tampa City Center, Suite 2600, 201 N. Franklin Street, Tampa, Florida 33602, and the initial registered agent is Ralph P. Mangione, Esquire. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may, from time to time, change the registered agent of the Corporation.

ARTICLE FIVE
NAME AND ADDRESS OF INCORPORATOR

The name and street address of the incorporator is Ralph P. Mangione, One Tampa City Center, Suite 2600, 201 N. Franklin Street, Tampa, FL 33602.

The undersigned incorporator has executed these Articles of Incorporation this 11th day of March, 1997.

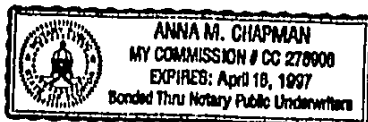
RPM Mangione
Ralph P. Mangione

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 11th day of March, 1997, by Ralph P. Mangione, who is personally known to me.

My Commission Expires:

Anna M. Chapman
Anna Marie Chapman
Printed Name
Notary Public - State of Florida



CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/OFFICE

FILED

97 MAR 12 PM 2:23

Pursuant to 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 agent and registered office in the State of Florida.

- A. The name of the corporation is Davidson Scott, Inc.
- B. The name and address of the registered agent and office is:

Ralph P. Mangione, Esquire
Williams, Reed, Weinstein,
Schifino & Mangione, P.A.
One Tampa City Center, #2600
201 North Franklin Street
Tampa, Florida 33602

Signature

RPM Mangione

Title

Registered Agent

Date

3/11/97

ACCEPTANCE BY REGISTERED AGENT

Ralph P. Mangione, having been designated to act as the registered agent and to accept service of process for Davidson Scott, Inc., at the address set forth above, accepts the appointment as registered agent and agrees to act in that capacity. It further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and I am familiar with and accept the obligations of its position as registered agent.

Ralph P. Mangione

RPM Mangione

3/11/97

Date