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DAVES, WHALEN, McHALE & CONSIDINE

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March 14, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

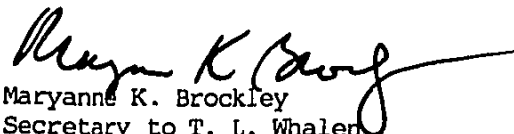
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Dear Sirs:

Please find enclosed for filing the original and one copy of the Articles of Incorporation of FFCW, INC. Also enclosed is our corporate check in the amount of \$122.50 to cover the necessary filing fees.

If you should have any questions in regard to the above matter, please do not hesitate to contact this office at (561) 655-1200. Thank you.

Sincerely,



Maryanne K. Brockley
Secretary to T. L. Whalen
Enclosures

Dmp
3.24.97

FILED
97 MAR 17 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FFCW, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:
FFCW, INC.

The principal place of business of this corporation shall be
8211 Bama Lane, West Palm Beach, Florida.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 3,500 shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 301 Clematis Street, Suite 200,

West Palm Beach, FL 33401 and the name of the initial registered agent of the corporation at that address is Timothy L. Whalen.

ARTICLE V - TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE VI - DIRECTORS

This corporation shall have one director initially. The maximum number of directors of the corporation is seven (7). The names and addresses of the initial Board of Directors are:

Patrick Forshee
8211 Bama Lane
West Palm Beach, Florida.

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

Patrick Forshee
President/Secretary/Treasurer
8211 Bama Lane
West Palm Beach, Florida.

ARTICLE VIII - INCORPORATOR

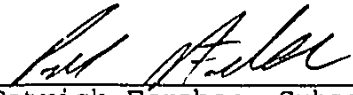
The name and street address of the incorporator to these Articles of Incorporation is:

Patrick Forshee
8211 Bama Lane
West Palm Beach, Florida.

ARTICLE IX - AMENDMENT

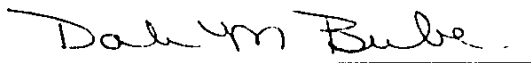
These Articles of Incorporation may be amended by a majority in interest of the shareholders of the corporation at a meeting duly called for such purpose.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this March 12, 1997.


Patrick Forshee, Subscriber

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 14th day of March, 1997 by Patrick Forshee, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.


Notary Public,
State of Florida at Large



DALE M BEEBE
My Commission CC548813
Expires Apr. 21, 2000

My Commission expires:

My Commission Number:

CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED

97 MAR 17 AM 9:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

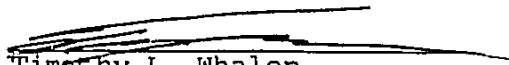
Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That FFCW, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of West Palm Beach, Florida, hereby appoints Timothy L. Whalen, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated 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 said office.

By:


Timothy L. Whalen
Registered Agent

Dated: March 12, 1997