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MICHAEL H. STAUDER

ATTORNEY AT LAW

BOARD CERTIFIED CIVIL TRIAL LAWYER

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127 North Lake Avenue
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REPLY TO: North Palm Beach

March 13, 1997

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

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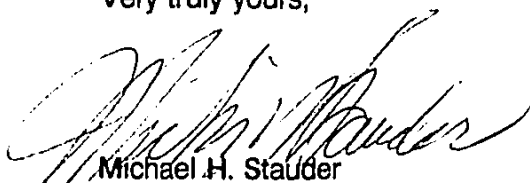
Re: MICHAEL H. STAUDER, P.A.

Dear Sir or Madam:

Enclosed for filing is an original and one copy of Articles of Incorporation and Certificate Designating Resident Agent, along with my check in the amount of \$122.50 to cover the cost of filing and one certified copy of the Articles of Incorporation.

If you have any quesitons, please feel free to contact me at any time.

Very truly yours,


Michael H. Stauder

MHS:ba
Encls.

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Rmc
3/24/97

FILED
97 MAR 17 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

MICHAEL H. STAUDER, P.A.

FILED
97 MAR 17 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, being duly licensed to practice law under the laws of the State of Florida, adopt(s) these Articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the professional service corporation is

MICHAEL H. STAUDER, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is Crystal Tree Office Centre, 1201 U.S. Highway One, Suite 315, North Palm Beach, Florida 33408-3548.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE VIII. SUBSCRIBERS(S)

The name(s) and address(es) of the person(s) signing these Articles of Incorporation as subscriber(s) are:

NAME

MICHAEL H. STAUDER

ADDRESS

897 LAKE HOUSE DRIVE

NORTH PALM BEACH, FLORIDA 33408

ARTICLE IX. RESTRAINT OF ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or

transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these Articles of Incorporation on this 13th day of March, 1997.



MICHAEL H. STAUDER

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared MICHAEL H. STAUDER, who being first duly sworn, states that he/she is the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he/she executed the same freely and voluntarily for the uses and purposes therein expressed and who is personally known to me or who produced _____ as identification:

WITNESS my hand and official seal in the County and State last aforesaid, this 13th day of March, 1997.

Theresa Lynn Morrison

Notary Public, State of Florida
at large

My commission expires:



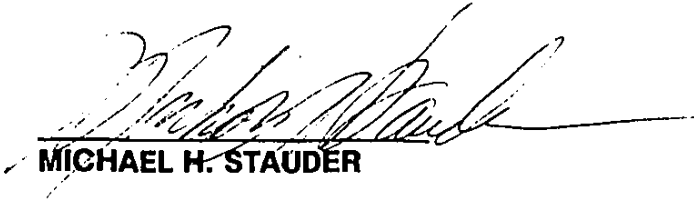
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

FILED
97 MAR 17 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
In compliance with said act:

That MICHAEL H. STAUDER, P.A., desiring to organize under the laws of the
State of Florida, with its principal office designated in the Articles of Incorporation
in the City of North Palm Beach, County of Palm Beach, State of Florida, has named
MICHAEL H. STAUDER as its agent to accept service of process within this State.

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
said office open.


MICHAEL H. STAUDER