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COUNSELORS AT LAW

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305-579-0432

April 2, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

700002132977-9
-04/03/97-01109-012
***122.50 ***122.50

Ladies and Gentlemen:

Please file the enclosed Articles of Incorporation of Executive Transfers, Inc. and return a certified copy thereof to the undersigned. Also enclosed is an additional copy of the Articles of Incorporation and our check for \$122.50 in payment of the filing fee and certified copy.

Please call the undersigned if you have any questions with respect to this matter.

Very truly yours, ---


John S. Fletcher

JSF/dmt
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Philadelphia Washington New York Los Angeles Miami Harrisburg Princeton London Brussels Frankfurt Tokyo

ARTICLES OF INCORPORATION
OF
EXECUTIVE TRANSFERS, INC.

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The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is: Executive Transfers, Inc.

ARTICLE II

Initial Principal Office

The street address of the initial principal office of the corporation shall be:

7897 S.E. Loblolly Bay Drive
Hobe Sound, Florida 33455

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is Twenty Thousand (20,000) shares of common stock. The par value of each such share shall be \$1.00 per share.

ARTICLE IV

Registered Office and Agent

The street address of the corporation's initial registered office is:

7897 S.E. Loblolly Bay Drive
Hobe Sound, Florida 33455

The name of the corporation's initial registered agent at that office is George H. Shattuck, Jr.

ARTICLE V

Incorporator

The name and address of the incorporator are:

John S. Fletcher
Morgan, Lewis & Bockius LLP
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

ARTICLE VI

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

ARTICLE VII

Board of Directors

The number of directors constituting the initial board of directors is two. Thereafter, the number of directors shall be as provided in the bylaws. The name and address of each individual who is to serve as a member of the initial board of directors are:

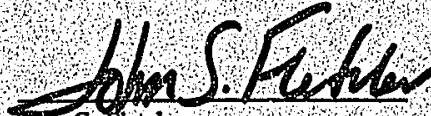
George H. Shattuck, Jr.

7897 S.E. Loblolly Bay Drive
Hobe Sound, Florida 33455

Isabel C. Shattuck

7897 S.E. Loblolly Bay Drive
Hobe Sound, Florida 33455

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this
1st day of April, 1997.

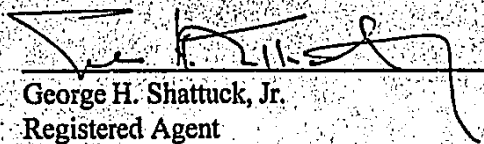

John S. Fletcher
Incorporator

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of EXECUTIVE TRANSFERS, INC. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: April 7, 1997.


George H. Shattuck, Jr.
Registered Agent

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