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9000002143235-1

04/15/97-01013-010

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1

First Westminister, Inc.

(Corporation Name)

(Document #)

2

(Corporation Name)

(Document #)

3

(Corporation Name)

(Document #)

4

(Corporation Name)

(Document #)



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Certificate of Status



Certificate of Good Standing



ARTICLES ONLY



ALL CHARTER DOCS



Certificate of FICTITIOUS NAME



FICTITIOUS NAME SEARCH



CORP SEARCH

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R. A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

HOLD FOR
PICKUP BY
UCC SERVICES

Examiner's Initials

FILED

97 APR 15 AM 9:01

RECEIVED
97 APR 15 AM 8:41

DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
FIRST WESTMINSTER, INC.

FILED
97 APR 15 AM 9:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be FIRST WESTMINSTER, INC.

ARTICLE II

Purpose

This Corporation is organized for the following purposes;

(a) For financial, investment and related activities, and any other business activities and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and

(b) For the purpose of transacting any or all other lawful business.

ARTICLE III

Capital Stock

This Corporation is authorized to issue 500 shares of \$1.00 par value common stock.

ARTICLE IV

Preemptive Rights

There shall be no preemptive rights.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The business and mailing address of the Corporation and street address of the initial registered office of this Corporation is 411 South County Road, #200, Palm Beach, FL 33480, and the name of the initial registered agent of this Corporation at that address is Bruce W. Keihner.

ARTICLE VII

Initial Board of Directors

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Board of Directors pursuant to the By-laws but shall never be less than (1). The names and addresses of the initial directors of this Corporation is as follows:

Ronald J. Zeller
411 South County Road, #200
Palm Beach, FL 33480

Bruce W. Keihner
411 South County Road, #200
Palm Beach, FL 33480

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

Special Provisions

The following special provisions shall govern this Corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office of directorship in this Corporation.

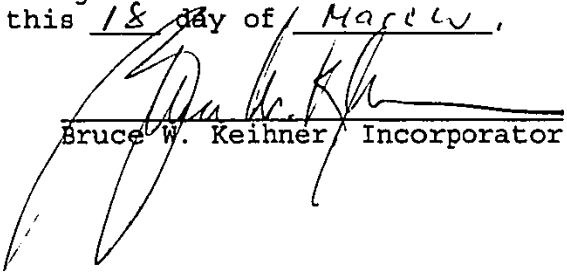
B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in, or is an officer or director, or are officers or directors of other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction or the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be in any way interested.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows: Bruce W. Keihner, 411 South County Road, #200, Palm Beach, FL 33480.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 day of March, 1997.


Bruce W. Keihner, Incorporator

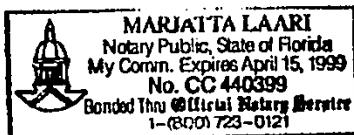
STATE OF FLORIDA)

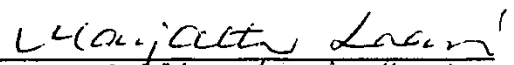
COUNTY OF Palm Beach

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared, BRUCE W. KEIHNER, who is personally known to me, or who has produced a driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 18 day of March, 1997.

(SEAL)




Notary Public - Mariatta Laari
My Commission No.: CC 440399
My Commission Expires: 4-15-99

CERTIFICATE DESIGNATING PLACE OF BUSINESS

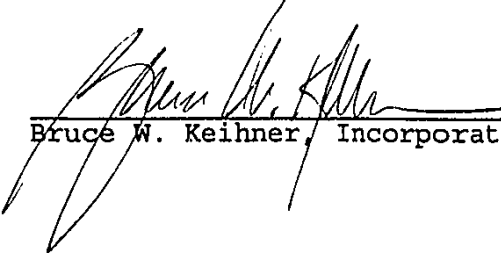
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

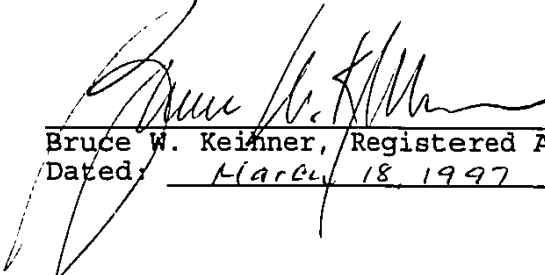
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT FIRST WESTMINSTER, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH

ITS PRINCIPAL PLACE OF BUSINESS IN PALM BEACH, STATE OF FLORIDA,
HAS NAMED BRUCE W. KEIHNER, LOCATED AT 411 SOUTH COUNTY ROAD, 3200,
PALM BEACH, FL 33480, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.


Bruce W. Keihner, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO
COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE
PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.


Bruce W. Keihner, Registered Agent
Dated: March 18, 1997

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97 APR 15 AM 9:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA