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WEINSTEIN, BAVLY & MOON

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April 17, 1997

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

Re: Incorporation of
THE WATERFALL GROUP, INC.
Our File No. 97-

300002147573--3
-04/18/97--01042--008
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find original and copy of Articles of Incorporation of The Waterfall Group, Inc. I would appreciate you filing the Articles and returning a certified copy to me.

I have enclosed this firm's check in the sum of \$122.50, representing the following:

Filing Fee	\$ 70.00
Certified Copy of Articles	\$ 52.50
TOTAL	\$122.50

Thank you for your courtesy in this regard.

Very truly yours,

WEINSTEIN, BAVLY & MOON, P.A.

By:

Scott Wm. Weinstein

SWW/wmd
Enclosure(s): as stated.

APR 21 1997

BSB

FILED
97 APR 18 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

THE WATERFALL GROUP, INC.

FILED

97 APR 18 PM 1:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is:

THE WATERFALL GROUP, INC.

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 2190 Starfish Lane, Sanibel, FL 33957.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1625 Hendry Street, Suite 201, Fort Myers, Florida 33901, and the name of its initial registered agent at such address, is SCOTT WM. WEINSTEIN.

ARTICLE SEVEN

DIRECTORS

The number of directors constituting the corporation's initial board of directors is one (1). The name and address of each person who is to serve as a member of the Initial Board of Directors is:

PRESIDENT and SECRETARY/TREASURER
STEPHEN M. BRONSTEIN
2190 Starfish Lane
Sanibel, FL 33957


ARTICLE EIGHT

INCORPORATORS

The name and address of each Incorporator is:

SCOTT WM. WEINSTEIN
1625 Hendry Street, Suite 201
Fort Myers, Florida 33901

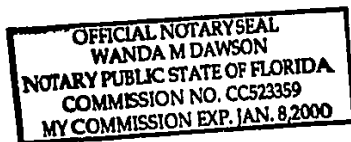
Executed by the undersigned at Fort Myers, Lee County, Florida, on this 28
day of February, 1997.



SCOTT WM. WEINSTEIN Incorporator

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 28 day of
FEBRUARY, 1997, by **SCOTT WM. WEINSTEIN**, who is personally known to me
and who did not take an oath.

(Notary Seal)




NOTARY PUBLIC
WANDA M. DAWSON
(Printed Name of Notary Public)


(Commission Number)

(Commission Expiration Date)

FILED
97 APR 18 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN
ARTICLES OF INCORPORATION**

SCOTT WM. WEINSTEIN, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under §607.0505, Florida Statutes.



SCOTT WM. WEINSTEIN Incorporator