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ACCOUNT NO. : 072100000032

REFERENCE : 342150 1024B

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 24, 1997

ORDER TIME : 9:41 AM

ORDER NO. : 342150-005

CUSTOMER NO: 1024B

CUSTOMER: Ms. Linda Parzygnat
ALLEY MAASS ROGERS & LINDSAY,
P.A.
Suite 404
1600 S.e. 17th Street
Fort Lauderdale, FL 33316

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DOMESTIC FILING

NAME: CALUHA MANAGEMENT
COMPANY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

94 APR 24 1997

ARTICLES OF INCORPORATION

OF

CALUHA MANAGEMENT COMPANY, INC.

FILED
4/23/97

FILED
97 APR 24 PM 3:19
TALLAHASSEE
FLORIDA

Article I - Name

The name of this corporation is Caluha Management Company, Inc.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Principal Office: Mailing Address

The mailing address of this corporation is 1600 SE 17th Street, Suite 404, Fort Lauderdale, Florida 33316.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Alley, Maass, Rogers & Lindsay, P.A., 1600 SE 17th Street, Suite 404, Fort Lauderdale, Florida 33316, and the name of the initial registered agent of this corporation at that address is Kurt E. Bosshardt.

Article VIII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is Kurt E. Bosshardt, 1600 SE 17th Street, Suite 404, Fort Lauderdale, Florida 33316.

Article IX - Incorporator

The name and address of the person signing these Articles is Kurt E. Bosshardt, Alley, Maass, Rogers & Lindsay, P.A., 1600 SE 17th Street, Suite 404, Fort Lauderdale, Florida 33316.

Article X - Indemnification

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

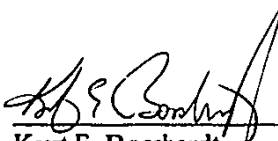
Article XI - By-Laws

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

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

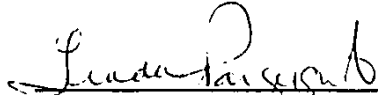
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 23 day of April, 1997.


Kurt E. Bosshardt

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 23 day of April, 1997, by Kurt
E. Bosshardt.


Notary Public

 LINDA A PARZYGNAT
My Commission CC332463
Expires Nov. 28, 1997
(Print, Type or Stamp Commissioned Name of Notary Public)
800-422-1565

Personally Known ✓ OR Produced Identification

Type of Identification Produced _____

Acceptance of Designation

The undersigned, Kurt E. Bosshardt, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


Kurt E. Bosshardt

FILED
97 APR 01 PM 2:19
TALLAHASSEE, FLORIDA