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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: C & N PROPERTIES OF BROWARD, INC.

AUDIT NUMBER.....H97000007874

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLE I - NAME

The name of this corporation is C & N PROPERTIES OF BROWARD,
INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on
the date of the filing of these Articles with the Department of
State.

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 ONE THOUSAND (1,000)
shares of ONE DOLLAR (\$1.00) par value common stock which shall be
designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of
this corporation 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.

Prepared by: TAMELA J. STULTS, ESQUIRE FL. Bar #0834572, MASSA &
STULTS, The Litigation Building, Third Floor, 633 South Andrews
Avenue, Fort Lauderdale, Florida 33301 (954)-525-1700

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is MASSA & STULTS, The Litigation Building, Third Floor, 633 South Andrews Avenue, Fort Lauderdale, Florida, 33301 and the name of the initial registered agent of this corporation at that address is TAMELA J. STULTS, ESQUIRE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Board of Director of this corporation is:

TAMELA J. STULTS, ESQUIRE
633 S. Andrews Avenue
Third Floor Litigation Building
Fort Lauderdale, Florida 33301

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

TAMELA J. STULTS, ESQUIRE
633 S. Andrews Avenue
Third Floor Litigation Building
Fort Lauderdale, Florida 33301

ARTICLE IX - INDEMNIFICATION

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

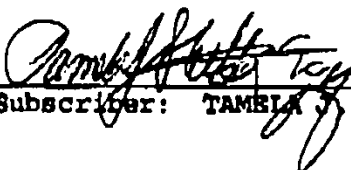
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ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 subscribers have executed these Articles of Incorporation this 13th day of May, 1997.


Subscriber: TAMELA J. STULTS, ESQUIRE

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

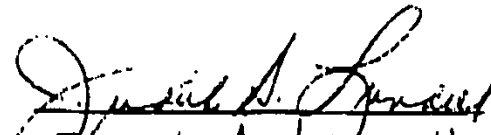
Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared TAMELA J. STULTS known to be and known by me to be the person, did not take an oath, who executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 13th of May, 1997.

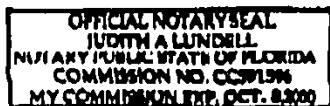
NOTARY PUBLIC

Sign:

Print:


JUDITH A. LUNDELL

State of Florida at Large
My Commission Expires:



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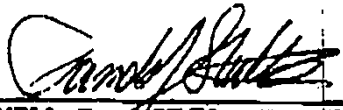
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CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0345, Florida Statutes,
the following is submitted:

FIRST that C & N PROPERTIES OF BROWARD, INC. desiring to
organize or qualify under the laws of the State of Florida, with
its principal place of business at 633 S. Andrews Avenue Third
Floor Litigation Bldg. Fort Lauderdale, Florida 33301, has named
TAMELA J. STULTS, ESQUIRE, located at The Litigation Building Third
Floor, 633 South Andrews Avenue, Fort Lauderdale, Florida 33301, as
its agent to accept service of process within Florida.

Dated: 5/13/97


TAMELA J. STULTS, SECRETARY

Having been named to accept service of process for the
above named corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all states relative to the
proper performance of my duties.


TAMELA J. STULTS, ESQUIRE
Registered Agent

DIRECTOR AND

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