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LITTMAN & SHERLOCK, P.A.

JAMES F. LITTMAN

VIRGINIA P. SHERLOCK

ATTORNEYS AT LAW
1855 S. KANNER HIGHWAY
STUART, FLORIDA

TELEPHONE (561) 287-0200
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REPLY TO
POST OFFICE BOX 1197
STUART, FLORIDA 34995

May 12, 1997

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

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-05/16/97--01076--012
****122.50 ****122.50

Re: Martin Holding & Investment, Inc.

Dear Sir:

Enclosed for filing are the Articles of Incorporation and designation of registered agent for MARTIN HOLDING & INVESTMENT, INC.

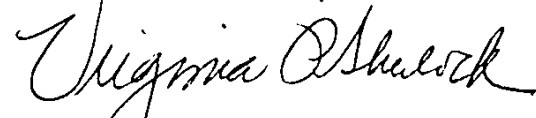
Also enclosed is our check in the amount of \$122.50 in payment of the filing fee.

Please return the Certificate of Incorporation to this office at the above mailing address.

Thank you for your courtesy and assistance.

Sincerely,

LITTMAN & SHERLOCK, P.A.



Virginia P. Sherlock

VPS/bc
Enclosures

97 MAY 16 AM 11:04

RP
5-20-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 16 AM 11:04

ARTICLES OF INCORPORATION
OF
MARTIN HOLDING & INVESTMENT, INC.

ARTICLE I. NAME

The name of this Corporation is MARTIN HOLDING & INVESTMENT, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 10,000.00 shares of \$1.00 par value common stock which shall be designated as "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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. COMPLIANCE WITH SECURITIES ACT

Pursuant to § 517.061, Fla. Stat., the capital stock of this corporation shall in no event be offered or sold to more than five (5) persons; no public solicitation or advertisement shall be made regarding sale of said capital stock; and no commission or compensation shall be made to any person for the sale of said capital stock other than its purchase price from the ultimate purchaser to the seller.

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the office of this corporation is 1855 South Kanner Highway, Stuart, FL 34994. The name of the initial registered agent of this corporation is Virginia P. Sherlock, and her address is 1855 South Kanner Highway, Stuart, FL 34994. (The principal address and the registered office address are the same.)

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 member and never more than three members. The name and address of the initial director of this corporation are as follows:

CHARLES RASKA
4937 SE Longleaf Place
Hobe Sound, FL 33455-8108

Directors are elected in accordance with the by-laws of the corporation.

ARTICLE IX. INCORPORATORS

The name and address of the person signing these Articles are: Charles Raska, 4937 SE Longleaf Place, Hobe Sound, FL 33455-8108.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of May, 1997.

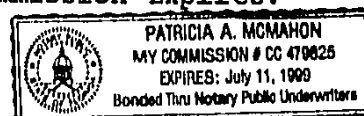
Charles Raska (SEAL)

STATE OF FLORIDA
COUNTY OF MARTIN

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Charles Raska, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles. Charles Raska is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 9th day of May, 1997.

Patricia A. McMahon
Notary Public
My Commission Expires:



FULL
CLERK OF STATE
CORPORATION

97 MAY 16 AM 11:04

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

That MARTIN HOLDING & INVESTMENT, INC., desiring to organize
under the laws of the State of Florida, with its principal office
at the City of Stuart, County of Martin, State of Florida, as set
forth in the Articles of Incorporation, has named Virginia P.
Sherlock, located at 1855 South Kanner Highway, Stuart, FL 34994,
as its Registered Agent to accept service of process on the
corporation's behalf within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
mentioned corporation, at the place designated in this
Certificate, I hereby accept to act in this capacity and agree to
comply with the provisions of said Act relative to keeping open
said office.


As Registered Agent