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AN INTERSTATE LAW PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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ADMITTED: FL & MA

KENNETH J. FISHMAN

ADMITTED: MA

DONALD J. FREEMAN

ADMITTED: FL & PA

MICHAEL J. FERRIN

ADMITTED: FL

DANIEL PATRICK LEONARD

ADMITTED: MA

TONI MARIE KENNEDY

ADMITTED: FL

May 21, 1997

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***122.50 ***122.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **BFF MANAGEMENT, INC.**

Dear Sir or Madam:

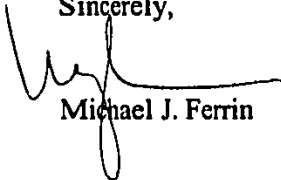
Enclosed please find the original and one executed copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed please find our check in the amount of \$122.50, representing payment of the following: \$35.00, filing fee; \$52.50, certified copy fee; \$35.00, registered agent designation.

Please file the Articles with the State and return a certified copy to the undersigned. Should you have any questions, please do not hesitate to contact me.

With kindest regards, I am

Sincerely,


Michael J. Ferrin

MJF/ac

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
BFF MANAGEMENT, INC.**

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DIVISION OF CORPORATIONS
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The undersigned subscriber being a natural person competent of contract hereby files the following Articles of Incorporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

Name: The name of the corporation shall be BFF MANAGEMENT, INC. The address of the corporation shall be 1400 Centrepark Blvd., Suite 909, West Palm Beach, FL 33401.

ARTICLE II

Duration: This corporation shall exist perpetually.

ARTICLE III

Purpose: The purpose of this corporation is to have and exercise any and all powers necessary or convenient to effect its purpose and to otherwise engage in any lawful business permitted under the laws of the State of Florida.

ARTICLE IV

Capital Stock: This corporation is authorized to issue One Thousand (1,000) shares at \$1.00 par value stock. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than One Dollar (\$1.00).

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V

Initial Principal Office: The street address of the initial principal office of the corporation is 1400 Centrepark Blvd., Suite 909, West Palm Beach, FL 33401.

ARTICLE VI

Pre-Emptive Rights: Each 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 prices at which it is offered to others.

ARTICLE VII

Initial Board of Directors and Officers: This corporation shall have on (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of the corporation are as follows: F. Lee Bailey, 1400 Centrepark Blvd., Suite 909, West Palm Beach, FL 33401; Donald J. Freeman, 1400 Centrepark Blvd., Suite 909, West Palm Beach, FL 33401; and Michael J. Ferrin, 1400 Centrepark Blvd., Suite 909, West Palm Beach, FL 33401. Donald J. Freeman shall be President of the corporation; Michael J. Ferrin shall be Vice President, Secretary and Treasurer of the corporation.

ARTICLE VIII

Incorporators: The name and address of the person signing these Articles is Michael J. Ferrin, 1400 Centrepark Blvd., Suite 909, West Palm Beach, FL 33401.

ARTICLE IX

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

ARTICLE X

Amendment: These Articles may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved by the vote of the stockholders owning at least a majority of the issued and outstanding shares entitled to vote thereof; alternatively, these Articles may be amended if all of the Directors and all of the stockholders of this corporation shall sign a written statement manifesting their intention and consent to these Articles of Incorporation be enacted, in which case such amendment shall be fully effective for all purposes when filed with the Secretary of State, as required by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, this 21st day of May, 1997.

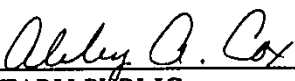


MICHAEL J. FERRIN

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared MICHAEL J. FERRIN, to me well known to be the person described in, or who produced _____ as identification, and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the county and state last aforesaid this 21st day of May, 1997.



NOTARY PUBLIC
My Commission Expires:



Abby A. Cox
MY COMMISSION # CC531443 EXPIRES
May 28, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

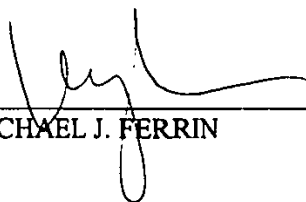
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVING OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: BFF MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of West Palm Beach, State of Florida, has named MICHAEL J. FERRIN, 1400 Centrepark Blvd., Suite 909, West Palm Beach, Florida 33401, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated 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 said office.



MICHAEL J. FERRIN