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REFERENCE : 420878 10575A

AUTHORIZATION : Patricia Piguet

COST LIMIT : \$ 122.50

ORDER DATE : June 9, 1997

ORDER TIME : 10:10 AM

ORDER NO. : 420878-005

CUSTOMER NO: 10575A

CUSTOMER: Lawrence C. Griffin, Esq
CROMWELL PFAFFENBERGER
DAHLMEIR BARNER ETAL
Suite 410
631 U.S. Highway One
North Palm Beac, FL 33408

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DOMESTIC FILING

NAME: CROMWELL, PFAFFENBERGER,
GRIFFIN & COLTON, P.A.

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: Susana Romagosa

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATION

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84 JUN 10 1997

ARTICLES OF INCORPORATION

OF

CROMWELL, PFAFFENBERGER, GRIFFIN & COLTON, P.A. FLORIDA

The undersigned subscribers to these articles of incorporation, being duly licensed to practice law under the laws of the State of Florida, adopt these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the professional service corporation is Cromwell, Pfaffenberger, Griffin & Colton, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is:

631 U.S. Highway One, Suite 410
North Palm Beach, Florida 33408

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional corporation may be issued to anyone other than a professional corporation, a professional limited liability company or an individual who is duly licensed or otherwise authorized to practice law in the State of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 631 U.S. Highway One, Suite 410, North Palm Beach, Florida 33408. The name of the initial registered agent at that address is Lawrence C. Griffin.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of 3 members. The names and addresses of the members of the first board of directors are:

NAME:	ADDRESS:
William J. Pfaffenberger	<u>304 Kelsey Park Circle</u> <u>Palm Beach Gardens, FL 33410</u>
Lawrence C. Griffin	<u>18760 SE River Ridge Road</u> <u>Tequesta, FL 33469</u>
Scott M. Colton	<u>77 Ironwood Way North</u> <u>Palm Beach Gardens, FL 33418</u>

ARTICLE VIII. SUBSCRIBERS

The names and addresses of the persons signing these articles of incorporation as subscribers are:

NAME:	ADDRESS:
William J. Pfaffenberger	<u>304 Kelsey Park Circle</u> <u>Palm Beach Gardens, FL 33410</u>
Lawrence C. Griffin	<u>18760 SE River Ridge Road</u> <u>Tequesta, FL 33469</u>
Scott M. Colton	<u>77 Ironwood Way North</u> <u>Palm Beach Gardens, FL 33418</u>

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details of the disposition shall be determined by the shareholders of the professional corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional service, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers executed these articles of incorporation on JUNE 6, 1997.

Sheila Fava
Print Name Sheila Fava

William J. Pfaffenberger
WILLIAM J. PFAFFENBERGER

Lawrence C. Griffin
LAWRENCE C. GRIFFIN

Leesa C. Ray
Print Name LEESA C. RAY
Witnesses as to all

Scott M. Colton
SCOTT M. COLTON

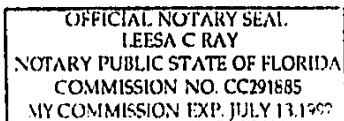
STATE OF FLORIDA
COUNTY OF PALM BEACH

These articles of incorporation were acknowledged before me this 6th day of JUNE, 1997 by William J. Pfaffenberger, Lawrence C. Griffin and Scott M. Colton, all of whom are personally known to me.

My Commission Expires:

Commission Number:

Leesa C. Ray
Notary Public signature



ACCEPTANCE OF REGISTERED AGENT

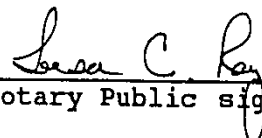
The undersigned, being the person named in the articles of incorporation of Cromwell, Pfaffenberger, Barner, Griffin & Colton, P.A. as the registered agent of this professional service corporation, hereby consents to accept service of process for the above stated corporation at the place designated in the articles of incorporation, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties and is familiar with and accepts the obligations of the position of registered agent.


LAWRENCE C. GRIFFIN

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6th day of June, 1997 by Lawrence C. Griffin, who is personally known to me.

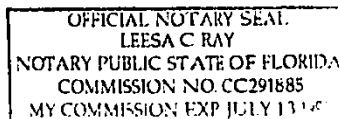
My Commission Expires:


Notary Public signature

Commission Number:

Notary Seal:

Notary Seal:



ALLA... FLORIDA

27 JUN 97 08:35