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Gerald Weinberg
Lawrence A. Kirsch

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JULY 10, 1997

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

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-07/11/97--01064--005
*****70.00 *****70.00

Re: CARDINAL MANAGEMENT CORP. - no -

Alternate Names: MERCURY MANAGEMENT CORP. - 1ST choice
APOLLO SERVICE CORP.
CARDINAL SERVICE CORP. - no
MERCURY SERVICE CORP.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

Lawrence A. Kirsch

Lawrence A. Kirsch

Kathy GAVE
INFORMATION BY PHONE TO
COP name
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FILED

ARTICLES OF INCORPORATION

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MERCURY MANAGEMENT CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is MERCURY MANAGEMENT CORP.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Robert L. Foster
445 Central Avenue
Suite 204
Cedarhurst, New York 11516

ARTICLE VI PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

Corporation Service Company
1204 Hays Street
Suite 105
Tallahassee, Florida 32301

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

Katherine E. Mitchell
90 State Street
Albany, New York 12207

ARTICLE VIII REGISTERED AGENT

The corporation designates the following Registered Agent:

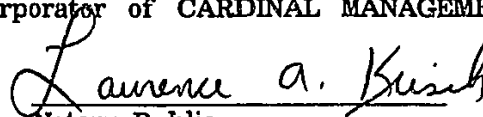
Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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


KATHERINE E. MITCHELL

STATE OF NEW YORK)
COUNTY OF ALBANY) SS.:

The foregoing instrument was acknowledged and sworn to me before this 9th day of July, 1997 by the incorporator of CARDINAL MANAGEMENT CORP.


Notary Public
My Commission Expires:

LAWRENCE A. KIRSCH
Notary Public, State of New York
Qualified in Albany County,
No. 4787475
Commission Expires May 31, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of MERCURY MANAGEMENT CORP. and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:



Lisa G. Mulligan
Asst. Vice President
Corporation Service Company