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July 25, 1997

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


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-07/28/97--01120--017
****122.50 ****122.50

Dear Sirs:

Please find enclosed for filing the original and one copy of the Articles of Incorporation of F/CMA, Inc.. Also enclosed is our corporate check in the amount of \$122.50 to cover the necessary filing fees.

If you should have any questions in regard to the above matter, please do not hesitate to contact this office at (561) 655-1200. Thank you.

Sincerely,


Maryanne K. Brockley
Assistant to Timothy L. Whalen
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 PM 3:49

D. BROWN JUL 30 1997

**ARTICLES OF INCORPORATION
OF
F/CMA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 PM 3:49

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

F/CMA, INC.

The principal place of business of this corporation shall be 1711 Worthington Road, West Palm Beach, Florida 33409.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 3,500 shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 301 Clematis Street, Suite 200, West Palm Beach, FL 33401 and the name of the initial registered agent of the corporation at that address is Timothy L. Whalen.

ARTICLE V - TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE VI - DIRECTORS

This corporation shall have one director initially. The maximum number of directors of the corporation is seven (7). The names and addresses of the initial Board of Directors are:

Charles H. Doerr
1711 Worthington Road
West Palm Beach, Florida 33409

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

Charles H. Doerr
President/Secretary/Treasurer
1711 Worthington Road
West Palm Beach, Florida 33409

ARTICLE VIII - INCORPORATOR


The name and street address of the incorporator to these Articles of Incorporation is:

Timothy L. Whalen
301 Clematis Street
Suite 200
West Palm Beach, FL 33401

ARTICLE IX - AMENDMENT

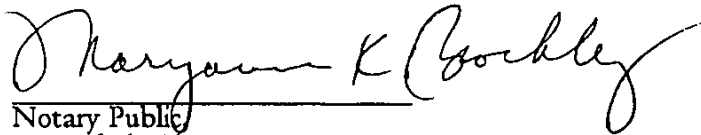
These Articles of Incorporation may be amended by a majority in interest of the shareholders of the corporation at a meeting duly called for such purpose.

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this July 25, 1997.


Timothy L. Whalen, Subscriber

STATE OF FLORIDA }
COUNTY OF PALM BEACH }

The foregoing instrument was acknowledged before me this 25 day of
July, 1997 by Timothy L. Whalen, who is personally known to me or who
has produced _____ as identification and who did (did
not) take an oath.


Notary Public
State of Florida at Large

My Commission expires:

My Commission Number:



**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 PH 3:49

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That F/CMA, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of West Palm Beach, Florida, hereby appoints Timothy L. Whalen, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 open said office.

By: 
Timothy L. Whalen
Registered Agent

Dated: July 25, 1997