

**CORPORATE
ACCESS,
INC.**

1116-D Thomsville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Articles

1.) Special Situations, Inc.
(CORPORATE NAME & DOCUMENT #)

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10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

FILED
37 AUG -8 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
37 AUG -8 AM 10:18
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

FILED
37 AUG -8 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

SPECIAL SITUATIONS, INC.

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TALLAHASSEE, FLORIDA

The Undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, for the purposes of forming a corporation under the Florida Corporation Law, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is SPECIAL SITUATIONS, INC.

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be one thousand (1,000) shares having a par value of one dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The principal office of the Corporation will be located at 115 SE Spanish Trail, Boca Raton, FL 33432. The Board of Directors may, from time to time, move the principal office to any other address. The street address of the Initial Registered Agent Office and the name of the Initial Registered Agent at that office is: John Bishop; Suite 2904; 5637 Pacific Blvd.; Boca Raton, FL 33433. The Board of Directors may, from time to time, change the Registered Agent to any other individual or address, within the State of Florida.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The Corporation will have one (1) director, initially. The number of directors may either be increased or decreased from time to time according to the procedures contained in the By-Laws, but the number of directors shall never be less than one. The name and address of each person who is to serve as a member of the Initial Board of Directors is:

John Bishop
Suite 2904
5637 Pacific Blvd.
Boca Raton, FL 33433.

ARTICLE VII: INCORPORATOR

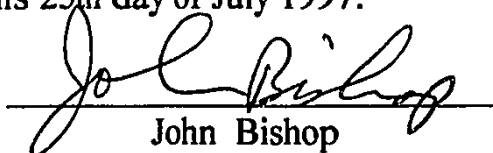
The name and address of the Incorporator of these Articles of Incorporation is

John Bishop
Suite 2904
5637 Pacific Blvd.
Boca Raton, FL 33433

ARTICLE VIII: AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions of the Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation on this 25th day of July 1997.


John Bishop

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

SPECIAL SITUATIONS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above Corporation, desiring to organize under the laws of the State of Florida with its Initial Registered Agent Office as indicated in the Articles of Incorporation at:

Suite 2904
5637 Pacific Blvd.
Boca Raton, FL 33433

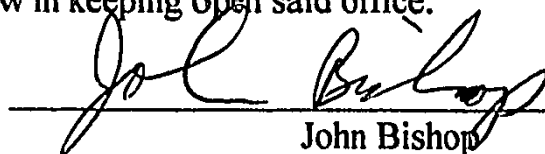
has named John Bishop, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

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ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above-named corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Dated: July 25, 1997


John Bishop