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LAW OFFICES OF
BRUCE M. BOUNDS
SUITE 630 PONCE DE LEON BUILDING
2121 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134-5222

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BRUCE M. BOUNDS
ADMITTED FLORIDA,
NEW YORK, PENNSYLVANIA
& DISTRICT OF COLUMBIA

August 6, 1997

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Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of Kavanaugh & Kavanaugh, Inc.

Gentlemen:

Enclosed are the original and one (1) copy of the proposed Articles of Incorporation for Kavanaugh & Kavanaugh, Inc. Please approve and file the original and certify the copy for us and return it to me. Also enclosed is a certificate designating the Registered Agent for the corporation.

Also enclosed is a check payable to you for charges as follows:

Filing Fee	\$ 35.00
Certified copy	\$ 52.50
Filing Registered Agent's Certificate	\$ 35.00
TOTAL:	\$122.50

Please let me know if anything further is requested.

Very truly yours,

LAW OFFICES OF BRUCE M. BOUNDS

Bruce M. Bounds for
Bruce M. Bounds

CC: Mr. Lawrence E. Kavanaugh
Mr. Christopher L. Kavanaugh

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T.M. - 8/11/97

ARTICLES OF INCORPORATION
OF
KAVANAUGH & KAVANAUGH, INC.

The undersigned, acting as incorporator of KAVANAUGH & KAVANAUGH, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is KAVANAUGH & KAVANAUGH, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 14405 South Dixie Highway, Miami, FL 33176

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of

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TALLAHASSEE, FLORIDA

common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of the corporation is 2121 Ponce de Leon Boulevard, Suite 630, Coral Gables, FL 33134-5222, and the name of the corporation's initial registered agent at that address is Bruce M. Bounds, Esquire.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one (1). The names and street addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Lawrence E. Kavanaugh	10935 S.W. 165th Terrace Miami, FL 33157
Christopher L. Kavanaugh	10935 S.W. 165th Terrace Miami, FL 33157

ARTICLE VIII. INCORPORATORS

The name and street address of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Bruce M. Bounds	2121 Ponce de Leon Boulevard Suite 630 Coral Gables, FL 33134-5222

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

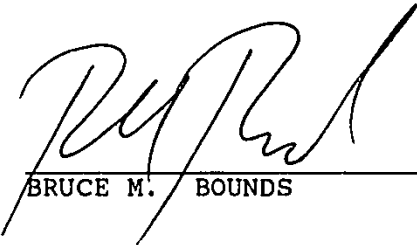
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any by law adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may

be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of August, 1997.



BRUCE M. BOUNDS

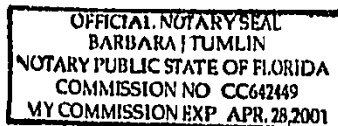
STATE OF FLORIDA }
 } SS
COUNTY OF DADE }

The foregoing instrument was acknowledged before me this 6th day of August, 1997 by Bruce M. Bounds, who is personally known to me, or who has provided a Florida Driver's License as identification.



Print name:

NOTARY PUBLIC, State of Florida
at Large
Serial No.



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

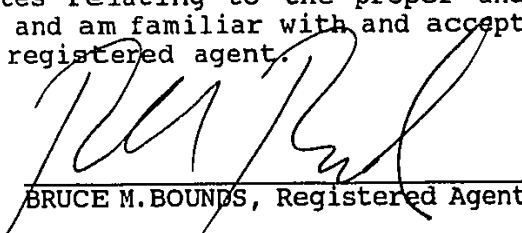
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: KAVANAUGH & KAVANAUGH, INC.
2. The name and address of the registered agent and office is:

Bruce M. Bounds, Esquire
Law Offices of Bruce M. Bounds
2121 Ponce de Leon Blvd., Suite 630
Coral Gables, FL 33134-5222

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.



BRUCE M. BOUNDS, Registered Agent

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