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DEBORAH K. AVIS**

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THEODORE T. TARONE, JR.

RICHARD D. GROW**
OF COUNSEL

*ALSO ADMITTED IN MICHIGAN

**ALSO ADMITTED IN SOUTH CAROLINA

***ALSO ADMITTED IN NEW YORK

****ALSO ADMITTED IN DISTRICT OF COLUMBIA

PALM BEACH OFFICE
FIRST UNITED BANK BLDG., SUITE 203
180 ROYAL PALM WAY
PALM BEACH, FLORIDA 33480
TELEPHONE (561) 659-0200
FACSIMILE (561) 659-0942

PLEASE REPLY TO

August 13, 1997

North Palm Beach

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

200002267252--9
-08/14/97--01086--006
*****78.75 *****78.75

Re: C.A.O.S., INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-captioned corporation together with the executed acceptance of appointment of registered agent and this firm's check in the amount of \$78.75 covering the following fees:


Filing Fee	\$35.00
Certificate of Good Standing	8.75
Registered Agent Designation	35.00

\$78.75

Please file the original Articles of Incorporation, date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned.

Very truly yours,

Avis & Avis, P.A.


Warren E. Avis, Jr.

Enclosures

FILED
97 AUG 14 PM 2:45
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TM-8/14/97

**ARTICLES OF INCORPORATION
OF**

C.A.O.S., INC.

The undersigned incorporator Alan F. Anderson for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

C.A.O.S., INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

BO. MEDIA LUNA 463
FAJARDO, PUERTO RICO 00738

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock the Corporation shall be authorized to create and issue is 1,000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is:

Alan F. Anderson
c/o Avis & Avis, P.A.
1201 U.S. Highway One, Suite 435
North Palm Beach, FL 33408

FILED
97 AUG 14 PM 2:45
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE V

INCORPORATOR

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

Alan F. Anderson
c/o Avis & Avis, P.A.
1201 U.S. Highway One, Suite 435
North Palm Beach, FL 33408

ARTICLE VI

OFFICERS AND DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

The names and street addresses of the officers and the initial directors who shall hold office the first year of the Corporation's existence or until their successors are elected, are:

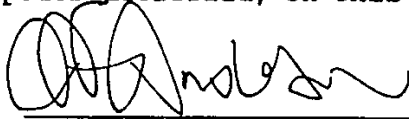
BRUNILDA NIEVES CEPEDA
President, Secretary/Treasurer and Sole Director
BO. MEDIA LUNA 463
FAJARDO, PUERTO RICO 00738

ARTICLE VII

NATURE OF BUSINESS

The 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, country, territory or nation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at North Palm Beach, Florida, for the uses and purposes aforesaid, on this 13TH day of AUGUST, 1997.



Alan F. Anderson, Incorporator

STATE OF FLORIDA)
) SS.
PALM BEACH COUNTY)

Before me personally appeared Alan F. Anderson, to me well known to be the person described and who produced PERSONALLY KNOWN as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at North Palm Beach, Florida, this 13TH day of AUGUST, 1997.

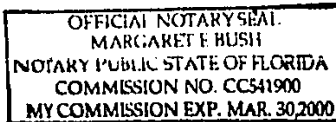


Notary Public, State of Florida at Large

MARGARET E. BUSH

Name of Acknowledger

My Commission Expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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:

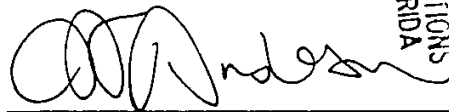
C.A.O.S., INC.

2. The name and address of the registered agent and office is:

Alan F. Anderson
c/o Avis & Avis, P.A.
1201 U.S. Highway One, Suite 435
North Palm Beach, FL 33408

FILED
27 AUG 14 PM 2:46
CLERK OF DISTRICT COURT
ALLAHABAD, FLORIDA

SIGNATURE



TITLE

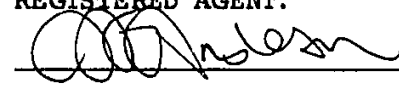
REGISTERED AGENT

DATE

AUGUST 13, 1997

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE

AUGUST 13, 1997

SENT BY: RUDEN MCCLOSK

; 8-14-97 1:06PM ;

305- Department of State: # 1

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8/14/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:34 PM

((H97000013397 9))

TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4001
FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000521
CONTACT: SUSAN OSBORNE
PHONE: (954) 761-2910 FAX #: (954) 764-4996

NAME: ST. ANDREWS AT WESTON, INC.
AUDIT NUMBER.....H97000013397
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 2
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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BM 8/14/97

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ARTICLES OF INCORPORATION

OF

ST. ANDREWS AT WESTON, INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

ST. ANDREWS AT WESTON, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is c/o Executive Offices, St. Andrews at Weston, Inc., 4041 Collins Ave., Miami Beach, Florida, 33140.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is c/o Executive Offices, St. Andrews at Weston, Inc., 4041 Collins Ave., Miami Beach, Florida, 33140, and the initial registered agent of this Corporation at that address shall be

Prepared by: Michael H. Krul, Esq., FL Bar #0196954
Ruden Barnett, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

FTL:203187:3

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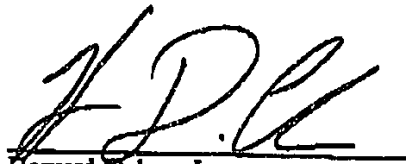
Howard Cohen.

ARTICLE V
INCORPORATOR

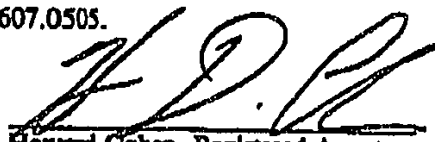
The name and street address of the person signing these Articles of Incorporation is:

Howard Cohen
c/o Executive Offices
St. Andrews at Weston, Inc.
4041 Collins Ave.
Miami Beach, Florida 33140

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 11th day
of August, 1997.


Howard Cohen, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of
Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that
he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida
Business Corporation Act, including specifically Section 607.0505.


Howard Cohen, Registered Agent

Prepared by: Michael H. Krul, Esq., FL Bar #0196954
Ruden Barnett, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

PTL:253187:1

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97 AUG 14 PM 2:40
CLERK OF THE COURT
CLERK OF THE COURT