

222 Lakeview Avenue
Fourth Floor
Post Office Box 3188
West Palm Beach, Florida 33402-3188
561/653-5000
800/357-5192 (Florida Only)
FAX 561/653-5333

Attorneys at Law in
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Quarles & Brady

P97000075871

Direct Dial Number: (561) 653-5124

August 27, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

000002280910--7
-08/29/97--01048--010
****122.50 ****122.50

Re: Across The Board, Inc.

Dear Sir:

Enclosed is one original and one copy of the Articles of Incorporation and Registered Agent forms for the above-referenced corporation.

The original is to be filed in your office and the copy is to be certified and returned to this office. Also enclosed is our firm check in the amount of \$122.50.

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>
TOTAL	\$122.50

Please give me a call me if there is any reason why these requests cannot be met promptly. Thank you for your attention to this matter.

Very truly yours,

QUARLES & BRADY


Susan D. Bober
Legal Assistant

Enclosures

MPD\115312.1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 29 PM 1:00

9-2-97
WS

FILED SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 29 PM 1:00

ARTICLES OF INCORPORATION
OF
ACROSS THE BOARD, INC.

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is Across The Board, Inc.

ARTICLE II
Principal Office and Mailing Address

The address of the principal office of the corporation is 491 Wildwood Lane North, Deerfield Beach, Florida 33442.

ARTICLE III
Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV
Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V
Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is 222 Lakeview Avenue, Fourth Floor, West Palm Beach, Florida 33402, and the name of its initial registered agent at such address is Florida-Lawdock, Inc.

ARTICLE VIII
Incorporator

The name and address of the incorporator is Ned R. Nashban, 222 Lakeview Avenue, Fourth Floor, West Palm Beach, Florida 33402.

Executed this 26th day of August, 1997.

Ned R. Nashban
Ned R. Nashban, Incorporator

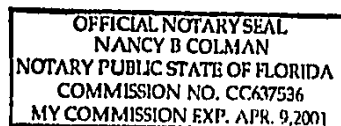
STATE OF FLORIDA)
) SS
PALM BEACH COUNTY)

Personally appeared before me this 26th day of August, 1997, the above-named Ned R. Nashban. He is personally known to me or has produced a driver's license as identification and did take an oath.

Nancy B. Colman
Notary Public
My Commission Expires:

(NOTARY SEAL)

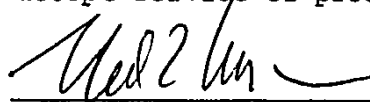
WPB\115090.1



CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE FOR SERVICE OF PROCESS.


In compliance with Section 48.091, Florida Statutes, the following is submitted:

1. That Across The Board, Inc., desiring to organize under the laws of the State of Florida, has named Florida-Lawdock, Inc. located at 222 Lakeview Avenue, Fourth Floor, West Palm Beach, Florida 33402, as its agent to accept service of process within Florida.


Ned R. Nashban, Incorporator
Dated: 8/26, 1997

2. That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate. The undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.

FLORIDA-LAWDOCK , INC.,
Registered Agent

By: 
Print Name J. Rodman Steele Jr
Its: Vice President

Dated: 8/27/97 1997