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FLORIDA DIVISION OF CORPORATIONS
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NAME: CRYSTAL INVESTMENT ADVISORS, INC.

AUDIT NUMBER.....H97000014796

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

W97-20442

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 8, 1997

EMPIRE

SUBJECT: CRYSTAL INVESTMENT ADVISORS, INC.
REF: W97000020642

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000014796
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ARTICLES OF INCORPORATION

OF

CRYSTAL INVESTMENT ADVISORS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is CRYSTAL INVESTMENT ADVISORS, INC. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is c/o Barber & Bronson Incorporated, 201 S. Biscayne Boulevard, Miami Center, Suite 2950, Miami, Florida 33131.
- THIRD: The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: c/o Barber & Bronson Incorporated, Miami Center, Suite 2950, 201 S. Biscayne Boulevard, Miami, Florida 33131 and the registered agent at that address is: Steven N. Bronson.
- FIFTH: The name and address of the incorporator of the Corporation is: Steven N. Bronson, Miami Center, Suite 2950, 201 S. Biscayne Boulevard, Miami Center, Miami, Florida 33131.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

PREPARED BY:
LINDA C. FRAZIER, ESQUIRE
Florida Bar Number 0990033
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131

(305) 373-9400

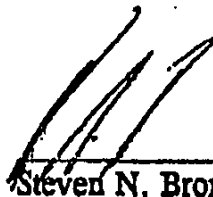
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Steven N. Bronson
c/o Barber & Bronson Incorporated
Miami Center, Suite 2950
201 S. Biscayne Boulevard
Miami, Florida 33131

EIGHTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of September, 1997.



Steven N. Bronson Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Steven N. Bronson, Individually

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