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ACCOUNT NO. : 072100000032

REFERENCE : 556076 87623A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 7, 1997

ORDER TIME : 9:58 AM

ORDER NO. : 556076-005

CUSTOMER NO: 87623A

800002313928--2
-10/07/97--01044--021
****122.50 ****122.50

CUSTOMER: Terence P. McCarthy, Esq
MCCARTHY SUMMERS BOBKO MCKEY
WOOD & SAWYER, P.A.
Suite 2-a
2081 E. Ocean Boulevard
Stuart, FL 34996

DOMESTIC FILING

NAME: MIDTOWN GROUP, INC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: _____

FILED
97 OCT -7 AM 11:33
TALLAHASSEE, FLORIDA

SN OCT -7 1997.

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EX-103197
10/3/97

ARTICLES OF INCORPORATION
OF
MIDTOWN GROUP, INC.

FILED
97 OCT -7 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: MIDTOWN GROUP, INC.

The address of the principal office of this corporation shall be: 4540 Sandpebble Trace, #306, Stuart, Florida 34996, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage 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.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be: 2081 E. Ocean Boulevard, Stuart, Florida 34996, and the name of the initial registered agent of the corporation at that address is Terence P. McCarthy.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Leonard Oster, 4540 Sandpebble Trace, #306, Stuart, Florida 34996.

ARTICLE VII - COMMENCEMENT OF CORPORATE EXISTENCE

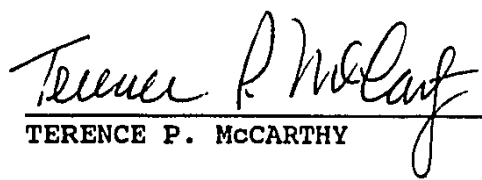
This corporation shall commence corporate existence on the day and year when these Articles are subscribed and acknowledged.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 3 day of October, 1997.


LEONARD OSTER

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

TERENCE P. MCCARTHY, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


TERENCE P. MCCARTHY

FILED
97 OCT -7 AM 11:33
CLERK OF STATE
TALLAHASSEE, FLORIDA