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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

409 EAST GAINES ST
TALL, FL 32399

FILED
97 OCT 14 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: WINDSOR FAMILY MANAGEMENT CORP.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR \$122.50.

FROM: JACK S. SACKS, P.A.
5355 TOWN CENTER ROAD, #1102
BOCA RATON, FLORIDA 33486
PHONE # (561) 416-9660

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****122.50 ****122.50

Please RETURN ASAP in the enclosed
preaddressed FedEx envelope a
certified copy of the Articles.

Thank-you,
JACK SACKS

Jack Sacks
AUTHORIZATION BY SIGNATURE
CORRECT name
DATE 10/15/97
SIGNED BY [initials]

10/14/97

FILED

97 OCT 14 AM 10:27

ARTICLES OF INCORPORATION OF
WINDSOR FAMILY MANAGEMENT CORP. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR(S) FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

WINDSOR FAMILY MANAGEMENT CORP.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE:

106 SE 17TH AVENUE
CAPE CORAL, FL 33990

ARTICLE III CAPITAL STOCK

THE NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

1000 SHARES
\$.001 PAR VALUE/PER SHARE

ARTICLE IV INITIAL
REGISTERED AGENT AND ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

MARY ANN GIRARD
106 SE 17TH AVENUE
CAPE CORAL, FL 33990

ARTICLE V INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO THESE ARTICLES OF INCORPORATION IS (ARE):

MARY ANN GIRARD
106 SE 17TH AVENUE
CAPE CORAL, FL 33990

ARTICLE VI INITIAL DIRECTOR

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF ONE DIRECTOR KNOWN AS THE INITIAL DIRECTOR. THE INITIAL DIRECTOR OF THIS CORPORATION AND THE DIRECTOR'S ADDRESS IS:

MARY ANN GIRARD
106 SE 17TH AVENUE
CAPE CORAL, FL 33990

THE INITIAL DIRECTOR SHALL HOLD OFFICE AND SERVE UNTIL THE SUCCESSOR(S) ARE ELECTED AS PROVIDED IN THE BYLAWS. IN THE FUTURE, THE NUMBER OF DIRECTORS SHALL BE DETERMINED IN ACCORDANCE WITH THE BYLAWS.

ARTICLE VII OFFICERS

SUBJECT TO THE DIRECTION OF THE BOARD OF DIRECTORS, THE AFFAIRS OF THE CORPORATION SHALL BE ADMINISTERED BY OFFICERS WHO SHALL BE ELECTED BY AND SERVE AT THE PLEASURE OF SAID BOARD OF DIRECTORS. THE FOLLOWING PERSONS SHALL CONSTITUTE THE INITIAL OFFICERS OF THE CORPORATION AND THEY SHALL CONTINUE TO SERVE AS SUCH OFFICERS UNTIL REMOVED BY THE BOARD OF DIRECTORS:

MARY ANN GIRARD- PRESIDENT, TREASURER, SECRETARY, CHAIRMAN
106 SE 17TH AVENUE
CAPE CORAL, FL 33990

ARTICLE VIII INDEMNIFICATION

EVERY DIRECTOR AND OFFICER OF THE CORPORATION SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL EXPENSES AND LIABILITIES, INCLUDING COUNSEL FEES, REASONABLY INCURRED BY OR IMPOSED UPON HIM, IN CONNECTION WITH ANY PROCEEDINGS OR ANY SETTLEMENT THEREOF, TO WHICH HE MAY BE A PARTY OR IN WHICH HE MAY BECOME INVOLVED BY REASON OF HIS BEING OR HAVING BEEN A DIRECTOR OR OFFICER OF THE CORPORATION, WHETHER OR NOT HE IS A DIRECTOR OR OFFICER AT THE TIME SUCH EXPENSE ARE INCURRED, EXCEPT IN SUCH CASES WHEREIN THE DIRECTOR OR OFFICER IS ADJUDGED GUILTY OF WILLFUL MISFEASANCE, MALFEASANCE OR NONFEASANCE IN THE PERFORMANCE OF HIS DUTIES; PROVIDED THAT IN THE EVENT OF A SETTLEMENT, THE INDEMNIFICATION HEREIN SHALL APPLY ONLY WHEN THE BOARD OF DIRECTORS APPROVES SUCH SETTLEMENT AND REIMBURSEMENT AS BEING IN THE BEST INTEREST OF THE CORPORATION. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL BE IN ADDITION TO AND NOT EXCLUSIVE OF ALL OTHER RIGHTS TO WHICH SUCH DIRECTOR OR OFFICER MAY BE ENTITLED.

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 7TH DAY OF OCTOBER 9, 1997


SIGNATURE

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:

WINDSOR FAMILY MANAGEMENT CORP.
2. The name and address of the registered agent and office is:

MARY ANN GIRARD
106 SE 17TH AVENUE
CAPE CORAL, FL 33990
BOCA RATON, FL 33433

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: OCTOBER 9, 1997

REGISTERED AGENT FILING FEE: \$35.00

FILED
97 OCT 14 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA