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ATTORNEYS AT LAW

ONE BOCA PLACE, SUITE 319 - ATRIUM

2255 GLADES ROAD

BOCA RATON, FLORIDA 33431 - 7383

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 PM 12:29

MICHAEL A. SCHROEDER
W. LAWRENCE LARCHE *
ALAN PELLINGRA

* FLORIDA BAR BOARD CERTIFIED
WILLS, TRUSTS AND ESTATES LAWYER

BOCA RATON (561) 241 - 0300
BROWARD COUNTY (954) 421 - 0878
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December 8, 1997

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

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-12/11/97--01047--018
****122.50 ****122.50

Re: Formation of YOTS, Inc., a Florida corporation

Gentlemen:

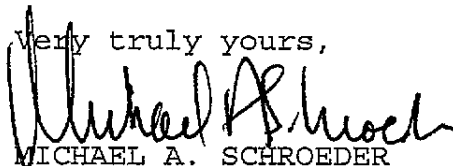
Enclosed herewith is the original and one copy of the Articles of Incorporation of YOTS, Inc., a Florida corporation along with the Registered Agent form.

We also enclose herewith our check in the amount of \$122.50 to cover the filing fees as follows:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy	\$ 52.50
	\$122.50

Please return a certified copy of the Articles of Incorporation to this office in the enclosed self-addressed stamped envelope.

Very truly yours,


MICHAEL A. SCHROEDER

MAS:cck
Enclosures

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D. BROWN DEC 12 1997

ARTICLES OF INCORPORATION
OF
YOTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 PM 12:29

Article I

Name

The name of the corporation is YOTS, Inc.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as amended.

Article IV

Address

The principal place of business or mailing address of this corporation shall be: 6271 N. W. 24th Street, Boca Raton, Florida 33434.

Article V

Capital Stock

The corporation is authorized to issue 100 shares of \$1.00 par value common stock.

Article VI

Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is c/o Schroeder and Larche, P.A, One Boca Place, Suite 319-Atrium, 2255 Glades Road, Boca Raton, Florida 33431-7383 and the name of the initial registered agent of this corporation at the address is Michael A. Schroeder.

Article VII

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). The name and address of the initial director of this corporation is:

Mr. Thomas J. Ralston
6271 N. W. 24th Street
Boca Raton, Florida 33434

Article VIII

Incorporator

The name and address of the person signing these Articles is:
Michael A. Schroeder, Schroeder and Larche, P.A., One Boca Place,
Suite 319-A, 2255 Glades Road, Boca Raton, Florida 33431-7383.

Article IX

Powers

This corporation shall have all the corporate powers
enumerated in the Florida Business Corporation Act.

Article X

Indemnification

This corporation shall indemnify its officers and directors,
and may indemnify its employees and agents, to the fullest extent
permitted by the provisions of the Florida Business Corporation
Act, as the same may be amended and supplemented, from and against
any and all of the expenses or liabilities incurred in defending a
civil or criminal proceeding, or other matters referred to in or
covered by said provisions, including advancement of expenses prior
to the final disposition of such proceedings and amounts paid in
settlement of such proceedings. The indemnification provided for
herein shall not be deemed exclusive of any other rights to which
those indemnified may be entitled under any bylaw, agreement, vote
of shareholder or disinterested directors or otherwise, both as to
action in his or her official capacity and as to action in another

capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XIII

Bylaws

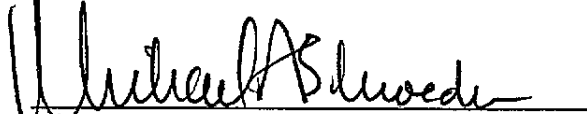
The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be the date that these Articles of Incorporation are filed, as evidenced by the Department of State's date and time endorsement.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 9th day December, 1997.


Michael A. Schroeder
Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 PM 12:29

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned having been named as registered agent and to accept service of process, (i) does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation, and (ii) does further agree to act in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and (iii) is familiar with and accepts the duties and obligations of registered agent for the proposed domestic corporation.

Dated: December 9th, 1997



Michael A. Schroeder
Registered Agent
c/o Schroeder and Larche, P.A.
One Boca Place, Suite 319-Atrium
2255 Glades Road
Boca Raton, Florida 33431-7383

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