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HERBERT H. ROLNICK
DAVID A. NETBURN*
*ALSO ADMITTED IN N.Y. & CT.

P 97 000 105505

December 11, 1997

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****122.50 ****122.50

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: ANDYCORP., INC. ✓

Gentlemen:

Enclosed herewith please find an original and one copy of Articles of Incorporation for ANDYCORP., INC. Please file the original and return a "filed" copy to our office in the enclosed, self-addressed, stamped envelope. Also enclosed is a check in the sum of \$122.50 to cover the cost of your filing fee.

Should you have any questions, please do not hesitate to contact our office collect.

Very truly yours,

HERBERT H. ROLNICK, P.A.

F. CHESSEY DEC 16 1997

BY

RENEE M. TOWNE

Legal Asst. To Herbert H. Rolnick, Esq.

rmt
Enc.
File No. 97-486

FILED
97 DEC 15 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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

FILED
97 DEC 15 AM 10:06
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is ANDYCORP., INC.

The address of the principal office of this corporation shall be 2122 N.W. 60th Circle, Boca Raton, Florida 33496 33021 and the mailing address shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in 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 that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - PRE-EMPTIVE RIGHTS

This corporation elects to have pre-emptive rights.

ARTICLE VI - SPECIAL PROVISION

It is the intent of the Incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as a S Corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6800 W. Commercial Blvd., Suite 5, Ft. Lauderdale, Florida 33319 and the name of the initial registered agent of this corporation at this address is DAVID A. NETBURN. The principal place of business of this corporation is 2122 N.W. 60th Circle, Boca Raton, Florida 333496.

ARTICLE VIII - OFFICERS AND DIRECTORS

This corporation shall have one (1) directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial Board of Directors of this corporation are:

Andrew Dickens
2122 N.W. 60th Circle
Boca Raton, Florida 33496

ARTICLE IX - INCORPORATOR

The names and addresses of each person signing these Articles is:

Renee' M. Towne, 6800 W. Commercial Blvd., Suite 5, Ft. Lauderdale, Florida 33319.

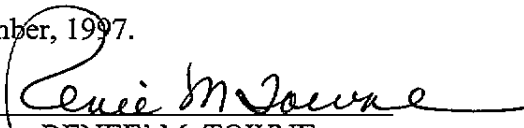
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

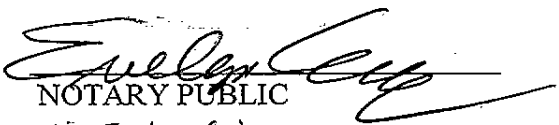
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 11th day of December, 1997.

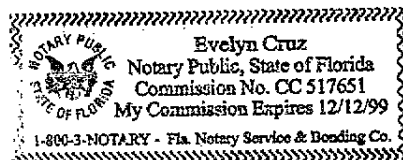

RENEE' M. TOWNE

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared, RENEE' M. TOWNE, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 11th day of December, 1997.


NOTARY PUBLIC
EVELYN CRUZ
MY COMMISSION EXPIRES:



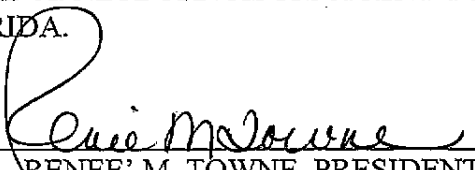
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,

THE FOLLOWING IS SUBMITTED:

FIRST-- ANDYCORP., INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT 2122 N.W. 60th Circle, BOCA RATON,
FLORIDA 33496, COUNTY OF PALM BEACH AND STATE OF FLORIDA, HAS
NAMED DAVID A. NETBURN AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE



RENEE M. TOWNE, PRESIDENT

DATE: December 11, 1997

FILED
97 DEC 15 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE


DAVID A. NETBURN

Date: December 11, 1997