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Janice F. Atkins
Headman, Inc.
1007 East Las Olas Blvd.
Ft. Lauderdale, Florida 33301
954-463-4343
954-463-4349 (fax)

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December 31, 1997

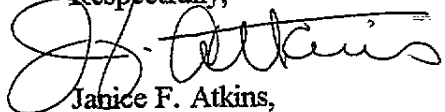
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation
HEADMAN, INC.

Enclosed please find my personal check in the amount of \$122.50 for the filing of our Corporation HEADMAN, INC. Along with one original and two copies.

If you have any questions please feel free to call me direct at 954-463-4343.

Respectfully,



Janice F. Atkins,
Notary Public

jkfa/
enc:
doc:HeadCorp.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HEADMAN, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the Corporation shall be: HEADMAN, INC.

ARTICLE OF II: PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:
1007 East Las Olas Blvd.
Ft. Lauderdale, Florida 33301

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is five hundred (500) shares.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Jesse L. Briggs
1007 East Las Olas Blvd.
Ft. Lauderdale, Florida 33301

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: HEADMAN, INC.
2. The name and address of the registered agent and office is:

Jesse L. Briggs
1007 E. Las Olas Blvd.
Ft. Lauderdale, Florida 33301


SIGNATURE: 

(CORPORATE OFFICER)

TITLE: President

DATE: 12/31/97

HAVING BEEN NAMED AS 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: 

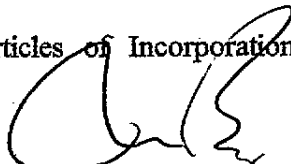
DATE: 12/31/97

ARTICLES V: INCORPORATORS

The name and street addresses of the incorporators to these Articles of Incorporation are:

Jesse L. Briggs 401 N.W. 110th Ave Plantation, Florida 33324

The undersigned have executed these Articles of Incorporation this 31 day of Dec 1997.



Jesse L. Briggs, President

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TALLAHASSEE, FLORIDA