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LAW OFFICES OF
BLASI & PIKE, P.A.
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7900 GLADES ROAD
BOCA RATON, FLORIDA 33434

ANDREW B. BLASI
THERESE A. PIKE

(561) 483-8700
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January 13, 1997

Via Overnight Courier
Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: ADAM TRANSMISSION, INC.

100002401521--5
-01/15/98--01053--006
****122.50 ****122.50

Dear Sir or Madam:

Please find enclosed for filing Articles of Incorporation for the subject Corporation. Also enclosed is our check in the amount of \$122.50, to cover the filing fee. Please return our certified copy of the Articles of Incorporation to this office in the enclosed, postage prepaid return envelope which we are providing you for such purpose.

Thank you for your assistance. Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

BLASI & PIKE, P.A.

By: 
Andrew B. Blasi, Esq.

ABB/ab

FILED
98 JAN 15 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-1-15-98

ARTICLES OF INCORPORATION

OF

ADAM TRANSMISSION, INC.

FILED
98 JAN 15 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

1. **NAME.** The name of the corporation is ADAM TRANSMISSION, INC.
2. **PRINCIPAL OFFICE/MAILING ADDRESS.** The principal office and mailing address of the corporation is 1100 U.S. Highway One, Lake Park, Florida 33403.
3. **SHARES.** The number of shares the corporation is authorized to issue is one thousand (1000) shares. The par value for the authorized shares is One Dollar (\$1.00).
4. **PREEMPTIVE RIGHTS.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.
5. **INITIAL REGISTERED OFFICE AND AGENT.** The name and street address of the initial registered agent and office of this corporation is:

STEVEN T. SINGER

1100 U.S. Highway One
Lake Park, Florida 33403

6. INCORPORATOR. The name and address of the Incorporator is:

STEVEN T. SINGER

1100 U.S. Highway One
Lake Park, Florida 33403

7. DIRECTOR. The name and address of the initial director is:

STEVEN T. SINGER

1100 U.S. Highway One
Lake Park, Florida 33403

8. PURPOSE. The purpose of this corporation is to conduct all lawful business as is permissible under the laws of the State of Florida.

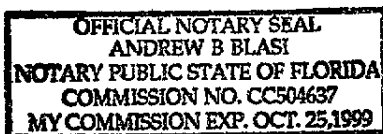
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13 day of January, 1998.


STEVEN T. SINGER

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 13 day of January, 1998, before me, an officer duly authorized in the State of Florida, County of Palm Beach, aforesaid to take acknowledgments, personally appeared STEVEN T. SINGER [] who is personally known to me [] who has produced DL# 5526 780-55-102-0 as identification, the person described in and who executed the foregoing instrument and [] who did [] who did not take an oath.

WITNESS my hand and official seal in the County of Palm Beach, State of Florida last aforesaid this 13 day of January, 1998.




Notary Public, State of Florida

My Commission Expires:

ANDREW B. BLASI
(PRINT NAME OF NOTARY PUBLIC)

ACCEPTANCE OF REGISTERED AGENT

Having been named as resident agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations under the Florida Statutes.

REGISTERED AGENT:

Steven T. Singer
STEVEN T. SINGER

FILED
98 JAN 15 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

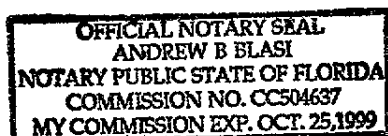
I HEREBY CERTIFY that on this 13 day of January, 1998, before me, an officer duly authorized in the State of Florida, County of Palm Beach, aforesaid to take acknowledgments, personally appeared STEVEN T. SINGER [] who is personally known to me [] who has produced SS26-780-55 102-0 (DL#) as identification, the person described in and who executed the foregoing instrument and [] who did [] who did not take an oath.

WITNESS my hand and official seal in the County of Palm Beach, State of Florida last aforesaid this 13 day of January, 1998.

Andrew B. Blasi
Notary Public, State of Florida
ANDREW B. BLASI

My Commission Expires:

(PRINT NAME OF NOTARY PUBLIC)



**WAIVER OF NOTICE
OF THE FIRST MEETING OF THE INCORPORATOR AND SUBSCRIBER
OF
ADAM TRANSMISSION, INC.**

The undersigned, being the Incorporator and Subscriber of the above-named Corporation, hereby agrees and consents that the First Meeting of the Incorporator and Subscriber be held on the date and on the time and place listed below for the purpose of electing Director(s) and the transaction thereat of all such other business as may lawfully come before said meeting and hereby waive all notice of the meeting and of any adjournment thereof.

PLACE OF MEETING: 7900 Glades Road, Suite 445
 Boca Raton, Florida 33434

DATE OF MEETING: JANUARY 13, 1998

TIME OF MEETING: 3:00 P.M.

DATED: JANUARY 13, 1998.

INCORPORATOR AND SUBSCRIBER:



STEVEN T. SINGER