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January 21, 1997

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

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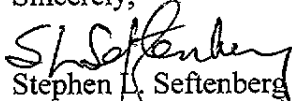
Re: Brown Dog, Inc.

Gentlemen:

Enclosed are duplicate executed Articles of Incorporation for Brown Dog, Inc., with Certificate Designating Registered Agent and Place of Business, etc., and a bank check for \$122.50, covering the filing fee and a certified copy of the Articles.

If you have any questions or need additional information, do not hesitate to call me.

Sincerely,


Stephen L. Seftenberg

Enclosures
cc: Mr. Dodge
Priority Mail
dodge\letters\secstate.001

FILED
98 JAN 23 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JAN 27 1998

ARTICLES OF INCORPORATION

OF

BROWN DOG, INC.

ARTICLE I

NAME

The name of this corporation is Brown Dog, Inc.

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing on the date of this filing of these Articles with the Florida Department of State.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value voting common stock.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon sale for cash of any new shares of this corporation, shall have the right to purchase his or her *pro rata* share thereof, as nearly as may be done without issuance of fractional shares, at a price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered principal office of this corporation is 336 Monroe Street, West Palm Beach, FL 33405, and the name of the initial registered agent of this corporation is Grenville M. Dodge.

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have three 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 name and addresses of the initial Board of Directors of this corporation are:

1. Grenville M. Dodge
336 Monroe Street
West Palm Beach, FL 33405
2. Susan Dodge
336 Monroe Street
West Palm Beach, FL 33405
3. Russell G. Bell
727 Bunker Road
West Palm Beach, FL 33405

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator signing these articles is Grenville M. Dodge.

ARTICLE IX
INDEMNIFICATION

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

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by a majority vote of the shareholders.

ARTICLE XI
TRANSFER RESTRICTIONS

Each shareholder's right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the Common Shares of the corporation shall be subject to the restrictions imposed by that certain Shareholders' Agreement of even date, and each share Certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by that certain Shareholders' Agreement dated as of January 20, 1998. A copy of such Shareholders' Agreement is on file at the principal office of the corporation."

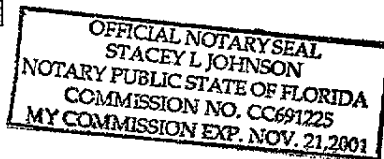
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 20th day of January, 1998.

Grenville M. Dodge
Grenville M. Dodge

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 20th day of January, 1998, by GRENVILLE M. DODGE, who is personally known to me or who produced his driver's license and voter registration card as identification.

[NOTARY]
[SEAL]



Stacey L. Johnson
Notary Public
My Serial Number is: CC691225
My Commission Expires: NOV 21, 2001

This document prepared by:
Stephen L. Seftenberg, Esq.
2800 North Flagler Drive, #205
West Palm Beach, FL 33407
Telephone: (561) 804-9970
Facsimile: (561) 804-9518
Florida Bar No: 805246
dodge\corporat.e\articles

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR SERVICE
OF PROCESS WITHIN FLORIDA AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

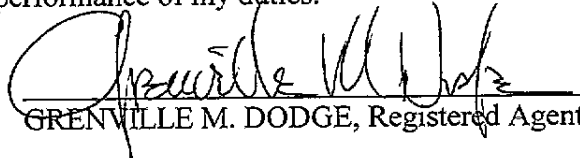
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

GRENVILLE M. DODGE, desiring to incorporate Brown Dog, Inc., and qualify under the laws of the State of Florida, with its principal place of business located at 336 Monroe Street, West Palm Beach, FL 33405, has named GRENVILLE M. DODGE, as its agent to accept service of process within Florida.

Dated: January __, 1998


GRENVILLE M. DODGE, Incorporator

Having been named to accept service of process for the above named 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.


GRENVILLE M. DODGE, Registered Agent

This Certificate prepared by:
Stephen L. Seftenberg, Esq.
2800 North Flagler Drive
Suite 205
West Palm Beach, FL 33407
Telephone: (561) 804-9970
Facsimile: (561) 804-9518
Florida Bar No: 805246
dodge\regagent.cer[01/20/98]

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CLERK OF THE STATE
TALLAHASSEE, FLORIDA