P81000 THE UNITED STATES

ACCOUNT NO. : 072100000032

REFERENCE: 721493 149395A

AUTHORIZATION:

COST LIMIT : \$ PREPAID

ORDER DATE: February 26, 1998

ORDER TIME : 1:17 PM

CORPORATION

ORDER NO. : 721493-005

CUSTOMER NO: 149395A

CUSTOMER: Beatriz M. Capote, Esq

BEATRIZ M. CAPOTE, P.A.

17th Floor

1101 Brickell Avenue

Miami, FL 33131

DOMESTIC FILING

NAME: CRIER & BELCHER, INC.

EFFECTIVE DATE:

900002441839--5 -02/26/98--01090--009 *****122.50 ****122.50

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

_ PLAIN STAMPED COPY

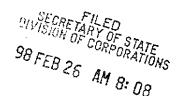
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION OF CRIER & BELCHER, INC.



ARTICLE I NAME

The name of the Corporation is CRIER & BELCHER, INC.

ARTICLE II DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV PRINCIPAL OFFICE

The principal office of the corporation is: 5217 N.W. 85th TERRACE, CORAL SPRINGS, FL 33067.

ARTICLE V MAILING ADDRESS

The mailing address of the corporation is: 5217 N.W. 85th TERRACE, CORAL SPRINGS, FL 33067.

ARTICLE VI CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1101 Brickell Avenue, 17th Floor, Miami, FL 33131, and the name of the initial Registered Agent of this Corporation at that address is BEATRIZ M. CAPOTE.

ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>

<u>Address</u>

BEATRIZ M. CAPOTE

1101 Brickell Ave., 17th Floor Miami, FL 33131

ARTICLE IX POWERS

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

ARTICLE X AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25 day of February, 1998.

BEATRIZ M. CAPOTE

STATE OF FLORIDA: COUNTY OF DADE:

I HEREBY CERTIFY that on this

day of February, 1998, personally appeared

before me, an officer duly authorized to administer oaths and take acknowledgements, BEATRIZ

M. CAPOTE, who is personally known to me.

NOTARY PUBLIC, State of Florida Print Name: KRISTINE NAPOLES

My Commission Expires:

KRISTINE NAPOLES
My Commission CC408545
Expires Dec. 03, 1996

CERTIFICATE DESIGNATING REGISTERED OFFICE FEB 25 FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT CRIER & BELCHER, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED BEATRIZ M. CAPOTE, LOCATED AT 1101 BRICKELL AVENUE, 17TH FLOOR, MIAMI, FLORIDA, 33131, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

BEATRIZ M. CAPOTE, Incorporator

DATE: 3-35 17

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 THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.)

BEATRIZ M. CAPOTE