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BROAD and CASSEL
ATTORNEYS AT LAW

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FORT LAUDERDALE, FL 33394
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March 10, 1998

File No. 11337.0005

VIA FEDERAL EXPRESS OVERNIGHT MAIL

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

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-03/11/98--01069--001
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RE: Anglo-American Management, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation ("Articles") and the Certificate of Designation of Registered Agent and Registered Office ("Certificate"), of Anglo-American Management, Inc., and a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

1. Certificate of Incorporation filing fee
2. Certified copy of the Certificate of Incorporation
3. Registered Agent's fee

Total

\$35.00

52.50

35.00

\$122.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 11 AM 8:49

FILED

After filing, please return a certified copy of the Articles and Certificate to us in the enclosed addressed stamped return envelope as soon as possible.

Dmp
3/12/98

7777 Glades Road
Boca Raton, Florida 33434
(407) 483-7000
Telecopy (407) 483-7321

First Florida Bank Tower
215 South Monroe Street
Tallahassee, Florida 32301
(904) 681-6810
Telecopy (904) 681-9792

390 North Orange Avenue
Orlando, Florida 32801
(407) 839-4200
Telecopy (407) 425-8377

Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131
(305) 373-9400
Telecopy (305) 373-9443

100 North Tampa
Suite 3500
Tampa, FL 33602
(813) 225-3020
Telecopy (813) 225-3039

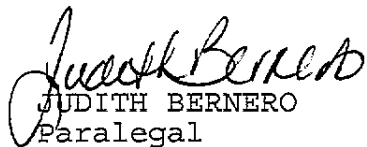
The Reflections Office Centre
400 Australian Avenue South
West Palm Beach, Florida 33401
(407) 832-3300
Telecopy (407) 655-1109

500 East Ocean Blvd.
Suite 128
Stuart, Florida 34994
(407) 283-3000
Telecopy (407) 283-9622

Secretary of State
Division of Corporations
March 10, 1998
Page 2

If you have any questions or comments, please do not hesitate to contact us.

Sincerely yours,


JUDITH BERNERO
Paralegal

e-mail<judyp@broadandcassel.com>
JB/

w/encls.

cc: Martin R. Press, P.A.
Mr. Roger Maister

BROAD and CASSEL

ARTICLES OF INCORPORATION
OF
ANGLO-AMERICAN MANAGEMENT, INC.

FILED
98 MAR 11 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be **Anglo-American Management, Inc.**

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at one time are one thousand (1,000) shares of common stock with \$0.01 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be c/o Martin R. Press, 500 East Broward Boulevard, Suite 1130, Fort Lauderdale, Florida 33394.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this corporation shall be:

Martin R. Press
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, Florida 33394

ARTICLE VII

INCORPORATOR

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

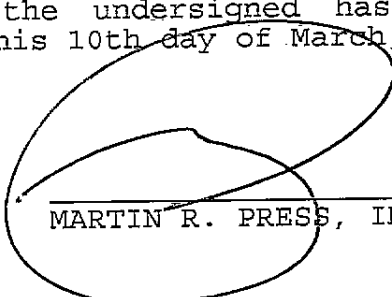
Martin R. Press
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, Florida 33394

ARTICLE VIII

SPECIAL ELECTION

The corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of March, 1998.



MARTIN R. PRESS, INCORPORATOR

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 10th day of March, 1998, by MARTIN R. PRESS, who

is personally known to me or who has produced _____ as
identification and who did (did not) take an oath.



LENORE SCHILLER
My Commission CC430206
Expires Dec. 28, 1998
Bonded by HAI
800-422-1556

Lenore Schiller
SIGNATURE OF NOTARY

Lenore Schiller
PRINTED NAME OF NOTARY

COMMISSION EXPIRES

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

FILED

98 MAR 11 AM 8:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: **Anglo-American Management, Inc.**

2. The name and address of the registered agent and office is:

Martin R. Press
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, Florida 33394



MARTIN R. PRESS

Dated this 10th day of March, 1998.

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 AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE
CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.



MARTIN R. PRESS

Dated this 10th day of March, 1998.