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THE LAW OFFICE
OF
MICHAEL O. ALBERTINE
A PROFESSIONAL ASSOCIATION

MICHAEL O. ALBERTINE*
IRA SCOT SILVERSTEIN

Also Admitted in New Jersey*

THEODORE F. BALL
of Counsel

March 10, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32301

RE: ALLIANCE CAPITAL MANAGEMENT, INC.

Dear Sir and Madam:

Please find enclosed original and one copy of the Articles of Incorporation for the above-captioned entity. I have also enclosed a check for \$70.00 for the filing of said Articles.

Please return to us a copy of same in the enclosed envelope provided.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,


MICHAEL O. ALBERTINE, ESQ.

MOA/bjl
Enc.

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FILED
98 MAR 12 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ALLIANCE CAPITAL MANAGEMENT, INC.

FILED
98 MAR 12 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be ALLIANCE CAPITAL MANAGEMENT, INC., and the initial address of this corporation shall be 6120 Cypress Road, Plantation, FL 33317.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
7,500	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 2200 W. Commercial Boulevard, Suite 301, Fort Lauderdale, Florida 33309, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be **Michael O. Albertaine, Esquire.**

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

DWAYNE RAYNER
6120 Cypress Road
Plantation, FL 33317

ARTICLE VIII

The name and address of the Incorporator is **Michael O. Albertine, Esquire**, 2200 W. Commercial Boulevard, Suite 301, Fort Lauderdale, Florida 33309.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorized any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

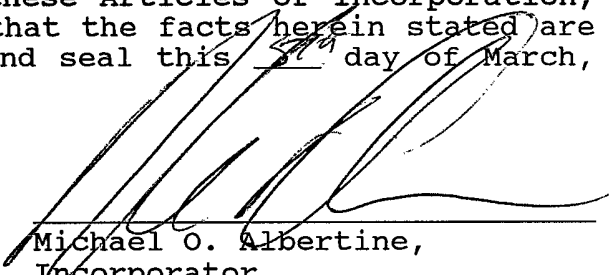
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 5th day of March, 1998.



Michael O. Albertine,
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

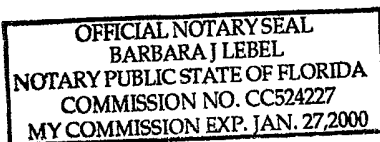
BEFORE ME, the undersigned authority, personally appeared **MICHAEL O. ALBERTINE**, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed, and that I relied upon the following form of identification of the above-named person:

Personal Knowledge and State of Florida Driver's License

WITNESS my hand and official seal in the State and County aforesaid, this 5th day of March, 1998.


Notary Public

My Commission Expires:

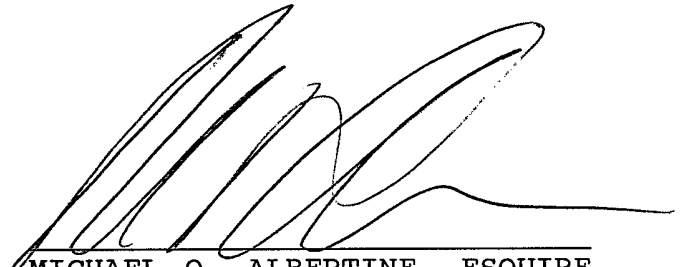


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is
submitted:

First, That ALLIANCE CAPITAL MANAGEMENT, INC., desiring to
organize under the laws of the State of Florida, has named **Michael
O. Albertine, Esquire**, 2200 West Commercial Boulevard, Suite 301,
Fort Lauderdale, County of Broward, State of Florida 33309, as its
statutory Registered Agent.

Having been named the statutory Registered Agent of the above
corporation at the place designated in this certificate, I hereby
accept the same and agree to act in this capacity, and agree to
comply with the provisions of Florida law relative to keeping the
registered office open, and I accept the obligations of Section
607.0501, Florida Statutes.



MICHAEL O. ALBERTINE, ESQUIRE

Registered Agent

DATED: this 5th day of
March, 1998.