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Transmittal Letter

Department of State
Divisions of Corporations
P.O. # 6327
Tallahassee, FL 32314

000002455370--3
-03/12/98-01063-019
*****78.75 *****78.75

Subject : Titanic Leasing Company Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 to pay for filing fees and a certificate.

From : Kevin D. Rusk
5813 Ponce De Leon Blvd.
Coral Gables, FL 33146
(305) 668-1738

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FILED
98 MAR 12 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY MAR 13 1998

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Titanic Leasing INC.**

The undersigned subscriber to these Articles of Incorporation is a natural born person competent to contract and hereby forms a Corporation for profit under Chapter 607 of the Florida Statutes.

Article 1 - NAME

The name of the Corporation is Titanic Leasing Inc. (hereinafter, "Corporation").

Article 2 - PURPOSE OF CORPORATION

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

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 5813 Ponce De Leon Boulevard, Coral Gables, Florida 33146 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this corporation is Kevin Dennis Rusk whose address shall be the same as the principal office of the Corporation.

ARTICLE 5 - OFFICERS

The officers of this corporation shall be ;

President:	Kevin Dennis Rusk
Vice-President :	Stephen G. Sullivan, M.D.
Treasurer:	Michael H. Rusk
Secretary :	Michael H. Rusk

whose addresses shall be the same as the principal offices of the Corporation

ARTICLE 6 - DIRECTORS

The Directors of the Corporation shall be :

Kevin Dennis Rusk
Stephen G. Sullivan, M.D.
Michael H. Rusk

whose addresses shall be the same as the principal offices of the Corporation

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1,000)** shares of common stock, each having a par value of **ONE DOLLAR (\$1.00)**

7.2 No holder of the shares of stock of any class shall have the preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the by-laws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or condition of redemption of the stock.

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restriction imposed by applicable laws or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

The Corporation shall have perpetual existence

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and as except as may be agreed in writing by the

Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this corporation is 5813 Ponce De Leon Boulevard, Coral Gables, Florida 33146. The name and address of the registered agent of this corporation is Kevin Dennis Rusk, 5813 Ponce De Leon Boulevard, Coral Gables, Florida 33146.

ARTICLE 13 - BY-LAWS


The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter or repeal the By-laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the By-laws.

ARTICLE 14 - EFFECTIVE DATE

The Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.


Signature / Incorporator

3/9/98
Date

Having been named as registered agent and to accept services of process for the above stated corporation at the place and designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


Signature / Register Agent

3/9/98
Date

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TALLAHASSEE, FLORIDA