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WILSON, SMITH, COHN & ARNETT
A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELLORS AT LAW

3321 HENDERSON BOULEVARD
TAMPA, FLORIDA 33609
MAILING ADDRESS:
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TAMPA, FLORIDA 33601
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(813) 877-9222

March 25, 1998

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Via Express Mail

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

Re: MSW OF TAMPA, INC. - Incorporation

Dear Madam:

Enclosed are the following items in connection with the filing of the Articles of Incorporation of the above-referenced corporation:

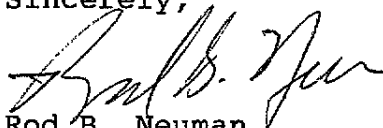
1. Original Articles of Incorporation;
2. Original Designation of Registered Agent and Registered Office;
3. Our check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Certified Copy	52.50

Once filing is completed, please forward a certified copy of the Articles of Incorporation to this firm.

Thank you for your assistance in this matter.

Sincerely,


Rod B. Neuman

FILED
98 MAR 26 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures
ms/Cp-
cc: A. West w/encl.

3/30/98-T.A.

ARTICLES OF INCORPORATION
OF
MSW OF TAMPA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 26 AM 11:34

FILED

The undersigned, for the purpose of forming a corporation, for profit, file these Articles of Incorporation with the Secretary of State of the State of Florida, pursuant to the Florida Business Corporation Act of the State of Florida, Chapter 607, Florida Statutes.

1. NAME. The name of the corporation is MSW OF TAMPA, INC. (the "Corporation").

2. ADDRESS. The street address and the mailing address of the initial principal office of the Corporation is 4017 El Prado Blvd., Tampa, FL 33629.

3. NUMBER OF SHARES. The maximum number of shares which the Corporation is authorized to issue is 10,000 shares of common stock, having no par value per share.

4. NO PREEMPTIVE RIGHTS. No preemptive rights are granted to shareholders of the Corporation.

5. INITIAL REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the Corporation is 3321 Henderson Boulevard, Tampa, Florida 33609, and the name of the initial registered agent is Rod B. Neuman.

6. INCORPORATOR. The name and address of each incorporator for the Corporation is set forth immediately below:

Matthew Stephen West	4017 El Prado Blvd. Tampa, FL 33629
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Michael Scott West	4017 El Prado Blvd. Tampa, FL 33629
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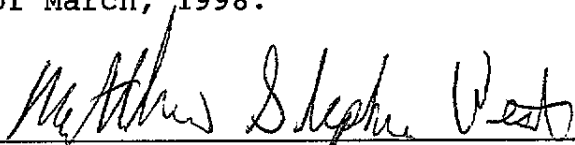
7. BOARD OF DIRECTORS. The number of directors shall not be less than one. The number of directors may be increased or diminished from time to time by the By-laws adopted by the shareholders, but shall never be less than one. The name and mailing address of the first Board of Directors, who shall serve until the first annual meeting or until their successors shall have been elected and qualified:

<u>Name</u>	<u>Address</u>
Matthew Stephen West	4017 El Prado Blvd. Tampa, FL 33629
Michael Scott West	4017 El Prado Blvd. Tampa, FL 33629


8. POWERS OF CORPORATION. The Corporation shall have and may exercise at all times all of the powers and rights to the maximum extent, and without restriction, as conferred upon corporations by the laws of the State of Florida and of the United States.

9. AMENDMENT. The corporation shall have the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in any manner now or hereafter permitted by statute.

EXECUTED this 24th day of March, 1998.



Matthew Stephen West, Incorporator



Michael Scott West, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, this 24 day of March, 1998, by Matthew Stephen West, who is personally known to me OR who has produced Florida Drivers License as identification.

NOTARY PUBLIC

Sign: Robin Garcia
State of Florida at Large

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH



ROBIN GARCIA
COMMISSION # CC 481377
EXPIRES AUGUST 18, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

The foregoing instrument was acknowledged before me, this 24 day of March, 1998, by Michael Scott West, who is personally known to me OR who has produced Florida Drivers License as identification.

NOTARY PUBLIC

Sign: Robin Garcia
State of Florida at Large



ROBIN GARCIA
COMMISSION # CC 481377
EXPIRES AUGUST 18, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

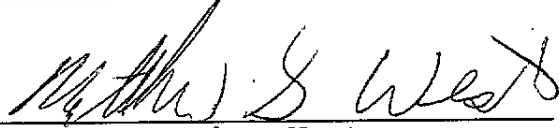
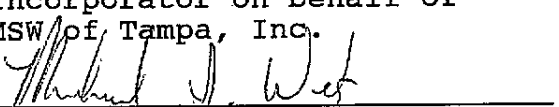
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, this Designation is submitted:

1. MSW of Tampa, Inc. is a corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Tampa, County of Hillsborough, State of Florida;

2. MSW of Tampa, Inc. hereby names Rod B. Neuman, an individual resident of this state, as its registered agent to accept service of process within the State of Florida;

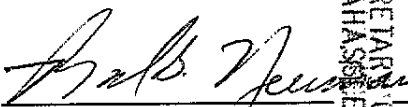
3. MSW of Tampa, Inc. hereby designates as its registered office, the street address of said registered agent's place of business, which is 3321 Henderson Blvd., City of Tampa, County of Hillsborough, State of Florida 33609.

SUBMITTED this 24th day of MARCH, 1998.


Matthew Stephen West
Incorporator on behalf of
MSW of Tampa, Inc.

Michael Scott West
Incorporator on behalf of
MSW of Tampa, Inc.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the designated place, I hereby agree to act in this capacity and accept this appointment, and agree to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, relative to keeping open said office.

By: 
Registered Agent
Date: 3-24-98

FILED
98 MAR 26 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA