

P98000047076

3511 W. Commercial Blvd.
Suite 200
Ft. Lauderdale, Florida 33309

May 1, 1998

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-05/14/98--01103--008
****122.50 ****122.50

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

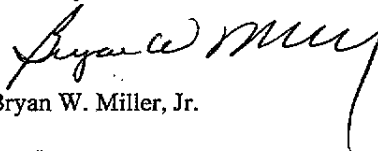
Re: Incorporation

To Whom It May Concern:

Please be advised that enclosed are corporation papers (two copies) for the incorporation of Operating Account, Inc. Also enclosed is a check in the amount of \$122.50.

I have enclosed a return federal express envelope so that this matter can be expedited.

Cordially,


Bryan W. Miller, Jr.

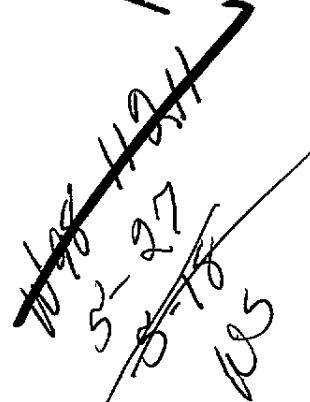
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 14 AM 10:29

Enclosures

Two copies of incorporation papers
Check in the amount of \$122.50
Return Federal Express Envelope

EFFECTIVE DATE

5-22-98


5-27-98
225



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 18, 1998

BRYAN W. MILLER, JR.
3511 W. COMMERCIAL BLVD., SUITE 200
FT. LAUDERDALE, FL 33309

SUBJECT: OPERATING ACCOUNT, INC.
Ref. Number: W98000011211

We have received your document for OPERATING ACCOUNT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 698A00027528

ARTICLES OF INCORPORATION
OF
OPERATING ACCOUNT, INC.

EFFECTIVE DATE

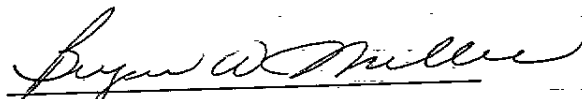
5-22-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 14 AM 10:29

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

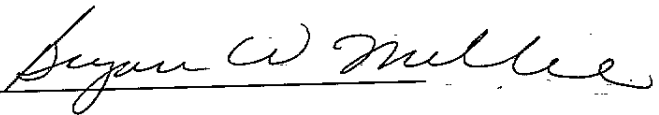
- FIRST: The name of the corporation is Operating Account, Inc. (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is:
3511 W. Commercial Blvd., #200, Ft. Lauderdale, Florida 33309
- THIRD: The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 3511 W. Commercial Blvd., #200, Ft. Lauderdale, Florida 33309 and the registered agent at that address is:
- FIFTH: The name and address of the incorporator of the Corporation is:
Bryan W. Miller, 3511 W. Commercial Blvd., Suite 200,
Ft. Lauderdale, Fl. 33309
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided for in the Bylaws of the Corporation but shall never be less than one. The name and address of the initial director of the Corporation is:
Bryan W. Miller
3511 W. Commercial Blvd., Suite 200
Ft. Lauderdale, Fl. 33309
- EIGHTH: The corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH: The corporate existence of the Corporation shall commence on May 22, 1998

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 22th day of May, 1998.


Bryan W. Miller Incorporator
Operating Account, Inc.

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.050 of the Florida Business Corporation Act.



Registered Agent for Operating
Account, Inc.

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SECRETARY OF STATE
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98 MAY 14 AM 10:29