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LEVY, KNEEN, MARIANI, CURTIN, WIENER, KORNFELD & DEL RUSSO
PROFESSIONAL ASSOCIATION
COUNSELORS AT LAW

JAYNE REGESTER BARKDULL
CHRISTOPHER C. COPELAND
J. BARRY CURTIN
ALEXANDER D. DEL RUSSO
JEFFREY D. KNEEN
GARY L. KORNFELD
NANCY GUFFEY LANDERS
JOHN F. MARIANI
DAVID J. WIENER

SUITE 1000
1400 CENTREPARK BOULEVARD
WEST PALM BEACH, FLORIDA 33401

H. IRWIN LEVY
RETIRED

TELEPHONE (561) 478-4700
FAX NO. (561) 478-5811

May 26, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Linley, Inc.
Our File No.: 5448.001

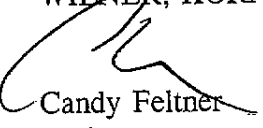
Dear Sir or Madam:

In connection with the above referenced Florida Corporation, enclosed herewith please find two originals of Articles of Incorporation for Linley, Inc., along with this firm's check in the amount of \$122.50, representing your filing fees. Please stamp in one of the originals and return it to the undersigned for inclusion within the Corporate Minute Book.

Should you have any questions with regard to the enclosed, or require further information, please do not hesitate to call me.

Very truly yours,

LEVY, KNEEN, MARIANI, CURTIN,
WIENER, KORNFELD & DEL RUSSO, P.A.


Candy Feltner
Assistant

cc: Mr. Linley Edwards (w/o enclosure)
Nancy Guffey-Landers, Esquire (w/o enclosure)

 GAVE
AUTHORIZATION BY PHONE TO

CORRECT Copy Name add #

DATE 6-2-98

DOC. EXAM CB

CB
6/2/98

ARTICLES OF INCORPORATION
OF

LINLEY II, INC.

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME

The name of the corporation shall be LINLEY II, INC. The principal office and mailing address of the corporation is 312 Ocean Drive, Suite 3B, Miami Beach, Florida, 33139.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$.01 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 312 Ocean Drive, Suite 3B, Miami Beach, Florida, 33139, and the name of the initial registered agent at such address is Linley Edwards.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (2) members. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors are:

Linley Edwards
312 Ocean Drive, Suite 3B
Miami Beach, FL 33139


Stacey Elder
312 Ocean Drive, Suite 3B
Miami Beach, FL 33139

FILED
98 MAY 28 AM 9:23
TALLAHASSEE, FLORIDA

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles is:
Linley Edwards, 312 Ocean Drive, Suite 3B, Miami Beach, Florida,
33139.

IN WITNESS WHEREOF, we have made and subscribed these Articles
this 29th day of April, 1998.



LINLEY EDWARDS

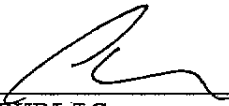
STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

Before me personally appeared LINLEY EDWARDS, to me well known
and known to me to be the person described in and who executed the
foregoing instrument, and acknowledged to and before me that he/she
executed said instrument for the purposes therein expressed and did
take an oath.

WITNESS my hand and official seal this 29th day of April,
1998.



Carolyn A Feltner
My Commission CC594024
Expires December 18 2000



NOTARY PUBLIC

My Commission Expires:

(NOTARIAL IMPRESSION SEAL)

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET
FORTH IN THESE ARTICLES OF INCORPORATION.



LINLEY EDWARDS

FILED
98 MAY 28 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA