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P 98000074798
August 7, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Henderson Discovery, Inc.

100002623551--4
-08/24/98--01127--014
****122.50 ****122.50

Dear Sir:

Enclosed please find an original and two copies of Articles of Incorporation for the above, together with our check in the sum of \$122.50 covering the requisite filing fees.

Kindly file these documents, returning one copy to us in the enclosed prepared envelope.

Very truly yours,

Brigitte Van Tassel
Brigitte Van Tassel, CLA,
Legal Assistant to
William C. Potter, Esq.

BVT/b
Enclosures

FILED
98 AUG 24 AM 7:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEB AUG 27 1998

FILED
98 AUG 24 AM 7:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HENDERSON DISCOVERY, INC.

In compliance with the requirements of F.S. Chapter 60, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is HENDERSON DISCOVERY, INC.

ARTICLE II

The existence of the corporation shall begin upon filing of these Articles of Incorporation by the Secretary of State.

ARTICLE III

The street address of the principal office of the Corporation is 1800 Penn Street, Suite 3, Melbourne, Florida 32901.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one hundred thousand (100,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1800 Penn Street, Suite 3, Melbourne, Florida 32901. The initial registered agent for the Corporation at that address is Robert Stuhmiller.

ARTICLE VI

The initial board of directors shall consist of three members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
David C. Henderson	200 Stevens Drive, Suite 210 Lester, PA 19113

Wilbur C. Henderson

1800 Penn Street, Suite 3
Melbourne, FL 32901

Robert Stuhmiller

1800 Penn Street, Suite 3
Melbourne, FL 32901

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

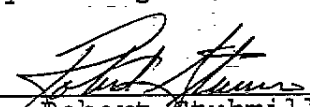
Name	Address
Robert Stuhmiller	1800 Penn Street, Suite Melbourne, FL 32901

FILED
98 AUG 24 AM 7:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE VIII

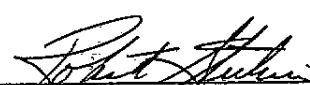
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 20th day of August, 1998.


Name: Robert Stuhmiller

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HENDERSON DISCOVERY, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S.607.0501(3).


Name: Robert Stuhmiller

Date: August 20th, 1998