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September 2, 1998

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

400002633614--5
-09/08/98--01051--018
****122.50 ****122.50

Re: ARTICLES OF INCORPORATION
MADISON FINANCIAL GROUP, INC.

Dear Sir/Madam:

Enclosed please find the original and a duplicate copy of the Articles of Incorporation for **MADISON FINANCIAL GROUP, INC.**, together with my check in the amount of \$122.50 representing the filing and certified copy fees in this matter.

Upon approval of the enclosed, please provide me with one certified copy of the Articles.

Should you have any questions, please contact me immediately.

Very truly yours,

Arthur W. Gundling

ARTHUR W. GUNDLING

AWG/sg
Enclosure

FILED
98 SEP -8 AM 11:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

22

ARTICLES OF INCORPORATION

OF

MADISON FINANCIAL GROUP, INC.

FILED
98 SEP -8 AM 11:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation is MADISON FINANCIAL GROUP,
INC.

ARTICLE II. DURATION

This corporation is to exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting
any activity or business permitted under the laws of the United
States and of Florida.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation is
authorized to issue is One Thousand (1,000) shares having a par
value of \$1.00 per share.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The initial principal office of the proposed corporation in
the State of Florida is 885 N.W. 80 Terrace, Margate, Florida
33063, and the mailing address of the proposed corporation is the
same. The name and address of the initial registered agent is
ROSANN RIDDELL, 885 N.W. 80 Terrace, Margate, Florida 33063.

ARTICLE VI. DIRECTORS

The number of directors constituting the initial Board of
Directors of the proposed corporation is one (1) member. The
name and address of each person who is to serve as a member of
the initial Board of Directors are:

NAME

ADDRESS

ROSANN RIDDELL

885 N.W. 80 Terrace
Margate, FL 33063

ARTICLE VII. INCORPORATOR

NAME

ADDRESS

ROSANN RIDDELL

885 N.W. 80 Terrace
Margate, FL 33063

EXECUTED by the undersigned at Deerfield Beach, Broward
County, Florida, on this 31 day of July, 1998.

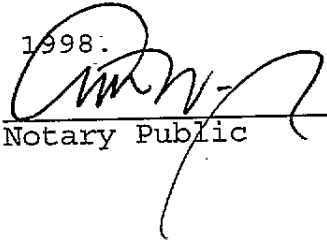

ROSANN RIDDELL

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary
Public duly authorized to take acknowledgments in the State and
County named above, personally appeared ROSANN RIDDELL, who is
personally known to me or has produced Florida D/L as
identification and who did not take an oath and who executed the
foregoing Articles of Incorporation.

WITNESS my hand and official seal of the County and State
named above this 31 day of July, 1998.



Notary Public

My Commission Expires:



Arthur W. Gundling
MY COMMISSION # CC690519 EXPIRES
November 8, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Pursuant to Section 607.164 of the Florida Statutes, I,
ROSANN RIDDELL, accept the designation as Registered Agent for
MADISON FINANCIAL GROUP, INC.

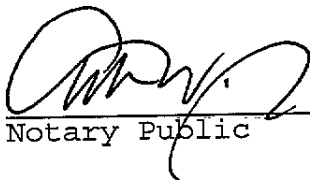

ROSANN RIDDELL

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary
Public duly authorized to take acknowledgments in the State and
County named above, personally appeared ROSANN RIDDELL, who is
personally known to me or has produced Florida D/L as
identification and who accepted the designation of registered
agent by signing the Articles of Incorporation.

WITNESS my hand and official seal in the County and State
named above on this 31 day of July, 1998.


Notary Public

My Commission Expires:



Arthur W. Gundling
MY COMMISSION # CC690519 EXPIRES
November 8, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

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CLERK OF STATE
TALLAHASSEE FLORIDA