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WEST PALM BEACH, FLORIDA 33401

ROBERT M. LEWIS (1932-1982)

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ANDREA D. MCMILLAN  
MARSHALL J. OSOFSKY\*\*\*\*  
JOHN R. SHEPPARD, JR.  
LOUIS M. SILBER \*/\*\*  
SAMUEL A. THOMAS  
DEAN VEGOSEN  
GARY WALK \*\*\*  
BRENT G. WOLMER

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OF COUNSEL  
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November 3, 1998

\* Board Certified Trial Lawyer  
\*\* Board Certified Business Litigation Lawyer  
\*\*\* Board Certified Real Estate Lawyer  
\*\*\*\* Board Certified Appellate Lawyer

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

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-11/05/98--01047--012  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Bartis Corporation

Gentlemen:

Enclosed herewith are one executed original and one executed copy of the Articles of Incorporation and Resident Agent form for the captioned corporation.

Also enclosed herewith is a check to the order of the Secretary of State in the amount of \$122.50 to cover the following fees:

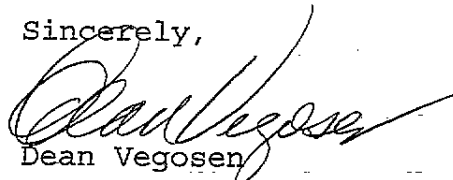
Filing Fee	\$35.00
Certified copy of Certificate	52.50
Registered Agent Fee	35.00

Total: \$122.50

Kindly process the enclosures and return the certified copy of the Articles of Incorporation at your earliest convenience.

Thank you for your attention to this matter.

Sincerely,

  
Dean Vegosen

DV:jha  
Enclosures

cc: Ronald J. Curtis

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
BARTIS CORPORATION

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - Name of Corporation

The name of this corporation shall be Bartis Corporation.

ARTICLE II - Principal Address

The principal address of this corporation shall be:

c/o Julius Barany  
701-4 Sea Oats Drive  
Juno Beach, FL 33408

This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE III - Duration

This Corporation shall commence on the date of execution and acknowledgement of these Articles and shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE IV - Purpose

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

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#### ARTICLE V - Capital Stock

The authorized capital stock of the corporation shall be one thousand (1,000) shares, common stock with a One Dollar (\$1.00) per share par value, which shall be fully paid and non-assessable.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

#### ARTICLE VI - Preemptive Rights

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII - Registered Office and Agent

The street address of the initial registered office of this corporation is 10th Floor, 500 South Australian Avenue, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is Dean Vegosen.

#### ARTICLE VIII - Initial Board of Directors

This corporation shall have one director initially. The number of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in the

Bylaws. The name and address of the initial director of this corporation is:

Dean Vegosen  
10th Floor  
500 S. Australian Avenue  
West Palm Beach, Florida 33401

ARTICLE IX - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Dean Vegosen  
10th Floor  
500 South Australian Avenue  
West Palm Beach, Florida 33401

ARTICLE X - Right of Assignment

The original incorporator of this corporation shall have the right, upon its organization, to assign and deliver his subscriptions of stock to any person or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of such assignment, shall stand in rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida and the execution of the necessary instruments of assignment.

ARTICLE XI - Management of Corporation by Stockholders

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLES XII - Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

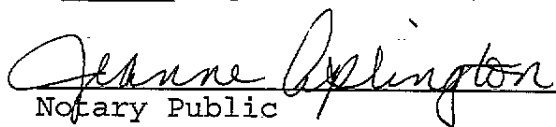
IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 2 day of November, 1998.

  
Dean Vegosen

STATE OF FLORIDA       )  
                              ) ss.  
COUNTY OF PALM BEACH )

Before me personally came and appeared Dean Vegosen, who is personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 2 day of November, 1998.

  
Notary Public  
State of Florida at Large



JEANNE APLINGTON  
MY COMMISSION # CC483614 EXPIRES  
August 12, 1999  
BONDED THRU TROY FAIN INSURANCE, INC.

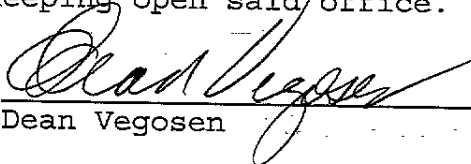
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That BARTIS CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, has named Dean Vegosen, who is located at 10th Floor, 500 South Australian Avenue, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Dean Vegosen

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DIVISION OF CORPORATIONS  
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