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ACCOUNT NO. : 072100000032

REFERENCE : 152226 10303A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : March 1, 1999

ORDER TIME : 3:27 PM

ORDER NO. : 152226-005

CUSTOMER NO: 10303A

100002791431--5

CUSTOMER: Stephen Beiner, Esq
STEPHEN BEINER, ESQ
STEPHEN BEINER, ESQ
2000 Glades Road
Suite 110
Boca Raton, FL 33431

DOMESTIC FILING

NAME: COMSHARES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria Stephens

EXAMINER'S INITIALS:

g 3/5/99

RECEIVED
99 MAR -1 PM 4:46
DIVISION OF CORPORATION

FILED
99 MAR -1 PM 1:07
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -1 PM 1:07

ARTICLES OF INCORPORATION
OF
COMSHARES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

COMSHARES, INC.

The address of the principal office of this corporation shall be 20364 Hacienda Court, Boca Raton, Florida 33498, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2000 Glades Road, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Stephen Beiner

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Robert P. Torsey	20364 Hacienda Court
Dir./Pres./Sec.	Boca Raton, Florida 33498

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company, on March 1, 1999.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Incorporator, Karen B. Rozar

ACG/msn

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Comshares, Inc.

2. The name and address of the registered agent and office is:

Stephen Beiner

(NAME)

2000 Glades Road

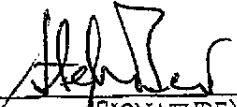
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Boca Raton, Florida 33431

(CITY/STATE/ZIP)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -1 PM 1:07

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

3/1/99
(DATE)