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FEDERAL EXPRESS

March 17, 1999

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
3-17-99

Re: Meadowcrest Acquisition Corporation

Gentlemen:

Enclosed herewith are two executed copies of the Articles of Incorporation for the above-referenced corporation together with a check payable to the Secretary of State in the amount of \$78.75 in payment of the following:

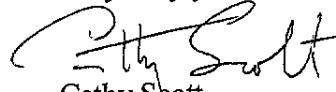
Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Filing Fee	<u>35.00</u>
TOTAL	<u>\$ 78.75</u>

Please return the certified copy to the attention of the undersigned in the prepaid Federal Express envelope enclosed.

Thank you for your cooperation in this matter.

300002810633--1
-03/18/99-01065-017
*****78.75 *****78.75

Very truly yours,


Cathy Scott
Legal Assistant

Enclosures: Check

Articles (*in duplicate*)

cc: Patrick J. DiSalvo (without enclosures)
Lawrence B. Juran (without enclosures)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 18 PM 2:18

MAR 24 1999



ARTICLES OF INCORPORATION
OF
MEADOWCREST ACQUISITION CORPORATION

99 MAR 18 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Meadowcrest Acquisition Corporation (the "Corporation").

EFFECTIVE DATE
3-17-99

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation, which is also the mailing address of the Corporation, is located at the following address:

222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on March 17, 1999.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 20,000 shares of \$0.001 par value common stock, consisting of 10,000 shares of Class A voting common shares and 10,000 shares of Class B non-voting common shares.

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Regserv Corp.
222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Patrick J. DiSalvo
222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial director of the Corporation are:

NAME

Bruce A. Rendina

ADDRESS

1549 Enclave Circle
West Palm Beach, FL 33411

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of March, 1999.



Patrick J. DiSalvo

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 17th day of March, 1999.

REGSERV CORP.

By: 

Lawrence B. Juran, President

FILED
99 MAR 18 PM 2:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA