



THE COMPANY CORPORATION

Three Chatham Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1346

P96000000 7841

January 5, 1995

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

RE: D & A Management Investment Corporation
P3343372D.LES

500001695185
-01/22/96--01099--017
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for D & A Management Investment Corporation

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Bonnie J. Bennett

Bonnie J. Bennett
Corporate Service Representative

AL JAN 25 1995

96 JAN 22 PM 1:02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

enc.

ARTICLES OF INCORPORATION
OF
D & A Management Investment Corporation

FLORIDA STATE
SECRETARY OF CORPORATIONS

96 JAN 22 PM 1:02

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be D & A Management Investment Corporation.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 99 Ely Rd., Farmington CT 06032.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 1000 shares at no par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:


Allan Schwartz 99 Ely Rd., Farmington CT 06032

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Bonnie J. Bennett c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 30th day of December, 1995.

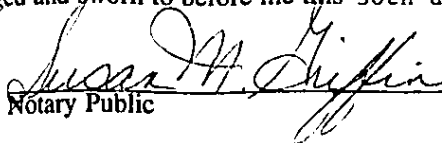


State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 30th day of December 1995 by Bonnie J. Bennett

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years



Notary Public

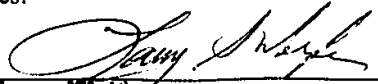
This document was prepared by Bonnie J. Bennett, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

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

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this D & A Management Investment Corporation
desires to organize under the laws of the state of Florida with its principal place of
business located in the city of Farmington, State of
~~Connecticut~~, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.


Larry Wolfe

December 30, 1995
Date

95 JAN 22 PM 1:02
STATE OF FLORIDA
DIVISION OF CORPORATIONS