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LAW OFFICES OF
MARTIN D. SCHWEBEL, P.A.
ATTORNEY AT LAW
(407) 896-6633

SONDRA POWELL BUILDING
1515 EAST COLONIAL DRIVE
SUITE 100E
ORLANDO, FLORIDA 32803

PLEASE REPLY TO:
P.O. BOX 941664
MAITLAND, FL 32794-1664

July 2, 1996

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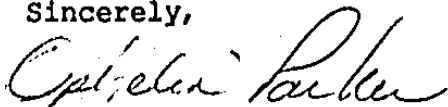
Secretary of State
Incorporation Division
The Capital Building
Tallahassee, Florida 32399

Dear Sir:

Enclosed, please find the Article of Incorporation for JOTHAM CORP., our Trust Account check in the amount of \$122.50. Kindly enrol the same.

Please feel free to contact me should you have any questions in this regard.

Sincerely,



Ophelia Parker
Legal Assistant to
Martin D. Schwebel

/op

enclosures

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

96 JUL -5 AM 9:09

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

JOTHAM CORP.

ARTICLE 1 - NAME

The name of this Corporation is JOTHAM CORP.

ARTICLE 2 - DURATION

This Corporation shall have a perpetual existence.

ARTICLE 3 - PURPOSE

The purpose of this Corporation is to engage in any lawful enterprise as permitted by the laws of the State of Florida, to wit: Chapter 607 F.S.

ARTICLE 4 - STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1000 shares of common stock.

ARTICLE 5 - INITIAL REGISTERED OFFICE AND AGENT

The Initial Registered Office of this Corporation shall be 252 East Semoran Blvd., Suite 603, Casselberry, Florida 32707 and the Initial Registered Agent of this Corporation at such office shall be STEVEN MILLER who upon acceptance of this designation does agree to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The mailing address of the Corporation shall be 252 East Semoran Blvd., Suite 603, Casselberry, Florida 32707.

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

The Initial Board of Directors shall consist of two members. The number of Directors may be increased or decreased from time to time by a vote of the stockholders. The name of the Directors on the Initial Board of Directors is:

NAME

STEVEN MILLER

ARTICLE 7 - INCORPORATORS

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

NAME	ADDRESS
STEVEN MILLER	252 East Semoran Blvd., Suite 603 Casselberry, Florida 32707

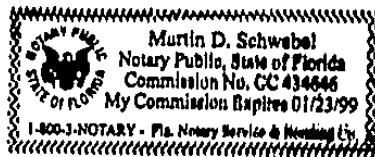
The foregoing Articles of Incorporation of JOTHAM CORP. were acknowledged before me this 2nd day of July, 1996.

By: *Stu Miller*
STEVEN MILLER, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME the undersigned authority personally appeared STEVEN MILLER, a person well known to me or having identified himself by producing a Florida Driver License, who having been duly sworn deposes and says that the Articles of Incorporation copies are true and correct.

SWORN to and subscribed before me this 2nd day of July 1996.



Martin D. Schwebel
MARTIN D. SCHWEBEL
Notary Public State of Florida

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for JOTHAM CORP, at the place designated in the Articles of Incorporation, STEVEN MILLER agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office.

7/2/96
Date

Stu Miller
STEVEN MILLER

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TALLAHASSEE FLORIDA
SECRETARY OF STATE