

FLORIDA MANAGEMENT SERVICES
INDEPENDENT ACCOUNTANTS IN PUBLIC PRACTICE

P96000095755

11/14/96

Florida Department of State
Corporate Records
P. O. Box 6327
Tallahassee, Florida 32301

300002007643--3
-11/19/96--01047--017
****122.50 ****122.50

Re: Incorporation Application - ProTrain, Inc.

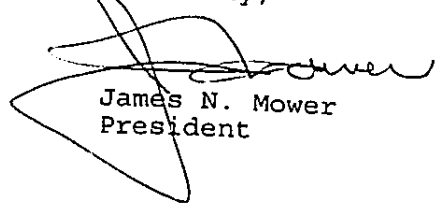
Attached are the Articles of Incorporation for the above referenced Corporation and the necessary filing fees as follows:

Filing fees:	\$35.00
Designation of Registered Agent:	\$35.00
Certified Copy:	\$52.50

	\$122.50
	=====

Please send the certified copy of the articles to the address below.

Sincerely,


James N. Mower
President

NOV 25 1996 BSB

96 NOV 18 AM 8:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ProTrain, Inc.

FILED

96 NOV 18 AM 8:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation,
a natural person competent to contract hereby forms a corporation
under the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name and principal address of the corporation shall be:

ProTrain, Inc.

1512 S. Cameron Court
Tampa, Florida 33629

ARTICLE II. NATURE OF BUSINESS

The 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 7,500 shares
of common stock having a par value of \$1 per share.

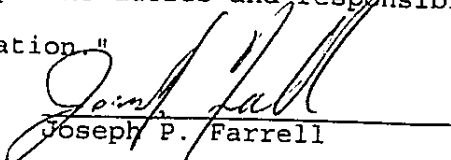
ARTICLE IV. REGISTERED AGENT ADDRESS

The street address of the initial registered office of the

corporation shall be: 1512 S. Cameron Court
Tampa, Florida 33629

The name and written acceptance of the initial registered agent of
the corporation at that address is as follows:

"I hereby am familiar with and accept the duties and responsibilities
as registered agent for said corporation."


Joseph P. Farrell

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

The corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

Director

Joseph P. Farrell
1512 S. Cameron Court
Tampa, Florida 33629

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Secretary

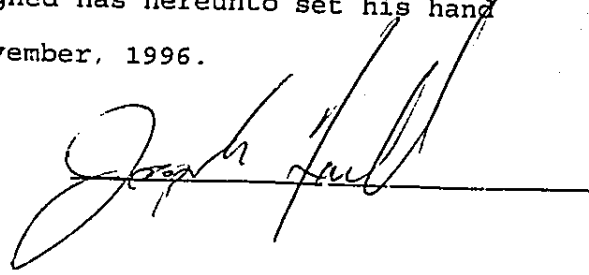
Joseph P. Farrell
1512 S. Cameron Court
Tampa, Florida 33629

ARTICLE VIII. SUBSCRIBER

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

Joseph P. Farrell
1512 S. Cameron Court
Tampa, Florida 33629

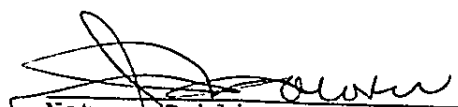
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 14th day of November, 1996.



STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 14th day of November, 1996.


Notary Public, State of Florida