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LAW OFFICES
GARY J. HAUSLER

GARY J. HAUSLER
(MEMBER OF FLORIDA, WASH D.C. & NY BARS)

December 2, 1996

601 ELKAM CIRCLE
SUITE B-3
P.O. BOX 903
MARCO ISLAND, FL 33969
(813) 394-3171
FAX (813) 394-4858

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

VIA FEDERAL EXPRESS

RE: Incorporation of JOHN'S ACCOUNTING, INC.
New Filing

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-12/04/96--01083--017
****122.50 ****122.50

Dear Sir:

Enclosed herewith please find the following with respect to the incorporation of the above named corporation (new filing):

1. Original and one (1) copy of the Articles of Incorporation of JOHN'S ACCOUNTING, INC.
2. The undersigned's attorney's escrow check in the sum of \$122.50;

Please proceed to file the original Articles of Incorporation and return a conformed copy of the filed original, along with the Charter to the undersigned.

Thank you for your anticipated cooperation in this regard.

Very truly yours,

Gary J. Hausler

GJH:ct
Encs.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-6-96
KR

ARTICLES OF INCORPORATION

OF

JOHN'S ACCOUNTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is: JOHN'S ACCOUNTING, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE OF BUSINESS

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The address of the principal place of business of this corporation is: 745-D 12th Avenue South, Naples, FL 34102.

ARTICLE V

REGISTERED OFFICE

The address of the initial registered office of the corporation

is: 745 12th Avenue South, Naples, FL 34102.

The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

REGISTERED AGENT

The registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be John C. Joanides, 745-D12th Avenue South, Naples, FL 34102.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one (1) director. The name and address of the initial director of this corporation is: JOHN C. JOANIDES, 745-D12th Avenue South, Naples, FL 34102. The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

ARTICLE VIII

CAPITAL STOCK

The maximum number of shares of stock in this corporation which is authorized to have outstanding at any one time is FIVE-HUNDRED (500) shares of Common Stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share of stock.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is as follows: John C. Joanides, 745-D12th Avenue South, Naples, FL 34102.

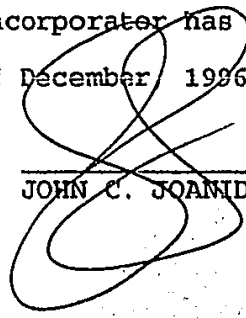
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended, changed, repealed only by a majority vote of the outstanding common shares.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd of December, 1996.


JOHN C. JOANIDES

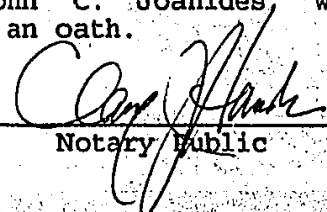
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing Articles of Incorporation were acknowledged before me this 2nd day of December, 1996, by John C. Joanides, who is personally known to me and who did not take an oath.

My Commission Expires:

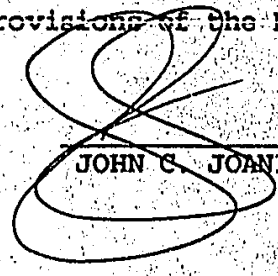


GARY J. HAUSLER
My Commission CC833069
Expires Mar. 13, 2000


Notary Public

ACKNOWLEDGEMENT BY RESIDENT AGENT

JOHN C. JOANIDES, having been named Resident Agent in the Articles of Incorporation, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida Business Corporations Act.


JOHN C. JOANIDES