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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001

FROM: TAMPA CORPORATE SERVICES, INC. D/B/A CORPORA ACCT#: 105404002242
CONTACT: JULIO C EKQUIVEL
PHONE: (813)977-5203 FAX #: (813)632-2797

NAME: LEES & ASSOCIATES, INC.
AUDIT NUMBER.....H97000005561
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 4, 1997

TAMPA CORPORATE SERVICES, INC.

SUBJECT: LEES & ASSOCIATES, INC.
REF: W97000007902

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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Beth Register
Corporate Specialist Supervisor

FAX Aud. #: 89700005561
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**Articles of Incorporation
of
Lees & Associates of Chicago, Inc.**

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Article I. Name

The name of this Florida corporation is:
Lees & Associates of Chicago, Inc.

Article II. Address

The mailing address of the Corporation is:
Lees & Associates of Chicago, Inc.
2852 Chelsea Place South
Clearwater FL 34619

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Judith Kugler
2852 Chelsea Place South
Clearwater FL 34619

Article IV. Board of Directors

The name of each initial member of the Corporation's Board of Directors is:
Judith Kugler

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations
15210 Amberly Drive, Suite 328
Tampa FL 33647
(813) 977-5203

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations
15210 Amberly Drive, Suite 328
Tampa FL 33647

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective April 4, 1997

The undersigned incorporator executed these Articles of Incorporation on April 4, 1997

Corporate Creations

By: 
Julio C. Esquivel President

Corporate Creations
15210 Amberly Drive, Suite 328
Tampa FL 33647
(813) 977-5203

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

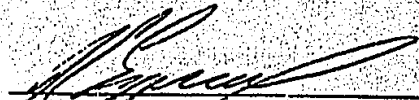
CORPORATION:

Lees & Associates of Chicago, Inc.

REGISTERED AGENT:

Judith Kugler
2852 Chelsea Place South
Clearwater FL 34619

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Judith Kugler
by J.C. Esquivel as attorney-in-fact

Date: April 4, 1997

Corporate Creations
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