Collins, Brown, Caldwell,
Barkett, Rossway, Garavaglia & Moore
CHARTERED
ATTORNEYS AT LAW
756 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963

561-231-4343
FAX: 561-234-5213

PLEASE REPLY TO:
POST OFFICE BOX 3666
VERO BEACH, FLORIDA 32964

BRUCE D. BARKETT
CALVIN B. BROWN
WILLIAM W. CALDWELL
GEORGE G. COLLINS, JR.*
MICHAEL J. GARAVAGLIA
JOHN E. M...**
BRADLEY W. R...
LISA M...

*BOARD CERTIFIED REAL ESTATE LAWYER
**...

P96000083374

October 2, 1996

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

600001965466
-10/04/96--01079--012
****122.50 ****122.50

Re: Kasper Consultants, Inc.

Dear Sir:

Enclosed please find an original and one conformed copy of the Articles of Incorporation for the above named corporation. I would appreciate your filing the original with your office and returning the conformed copy, with your Certificate attached, to this office.

I am also enclosing our check in the amount of $122.50 covering the following:

Filing Fee	$ 35.00
Certified Copy	52.50
Registered Agent Form	35.00

FILED
96 OCT -4 PM 5:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Thank you for your consideration in this matter.

Sincerely,

George G. Collins, Jr.
For the Firm

GGC, JR./mja
Enclosures

ARTICLES OF INCORPORATION

OF

KASPER CONSULTANTS, INC.

FILED
96 OCT -4 PM 5:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is KASPER CONSULTANTS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The amount of capital stock authorized for the corporation is a maximum of seven thousand five hundred (7,500) shares of common stock having a par value of One Dollar ($1.00) per share and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issued, and transferred only in accordance with such By-Laws as the corporation shall from time to time make, change, or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent and the initial registered office of this corporation are:

George G. Collins, Jr.
756 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE VI - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is:

756 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of Directors of this corporation shall be not less than one (1) nor more than five (5). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
Ernest S. Kasper	1415 Fern Court Vero Beach, FL 32963

ARTICLE VIII - INCORPORATION

The names and addresses of the persons signing these Articles are:

Ernest S. Kasper	1415 Fern Court Vero Beach, FL 32963

ARTICLE IX

The corporation or the stockholders may include in their agreement

between themselves the following as valid matters of agreement:

A. Any limitation or restraint upon the transferability, alienation, or assignment of stock;

B. Any limitation or restraint upon the encumbrance or pledge of stock;

C. Any agreements conferring pre-emptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;

D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and

E. Any and all such agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by By-Laws of the corporation.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred upon stockholders, directors, and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 20 day of Sept., 1996.

Constance M. Kubinske

Ernest S. Kasper

Ernest S. Kasper

John L. Keyse-Walker
As to Mr. Kasper

STATE OF OHIO
COUNTY OF LORAIN

The foregoing instrument was acknowledged before me this 20TH day of SEPTEMBER, 1996, by ERNEST S. KASPER, who is personally known to me or who has produced OHIO'S LICENSE as identification.

John L. Keyse-Walker
Notary Public.

JOHN L. KEYSE-WALKER, Attorney-at-Law
Notary Public, STATE OF OHIO
My Commission has no expiration
SECTION 147.03 R.C.

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

In pursuant of Chapter 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First--That KASPER CONSULTANTS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Vero Beach, County of Indian River, State of Florida, has named George G. Collins, Jr. , located at 756 Beachland Boulevard, City of Vero Beach, County of Indian River, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated by this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: _____
(Registered Agent)

FILED
96 OCT -4 PM 5:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA