The Law Office of MARK A. SPENCE 6400 Madison Street New Port Richey, Florida 34652-2342 Telephone: (813) 846-1777

A GENERAL PRACTICE ATTORNEY EMPHASIZING BANKRUPTCY LAW, COMMERCIAL LITIGATION, PERSONAL INJURY AND WRONGEUL DEATH

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

RE: Sonia A. Cook & Associates, Inc.

200001985402--2 -10/25/96--01088--008 *****70.00 *****70.00

Dear Sirs:

Enclosed herewith please find the new Articles of Incorporation on the above referenced corporation, together with a check in the amount of \$ 70.00, which represents the corporation fees for filing.

Please process this corporation immediately and return the letter stating the incorporation number to this office at your earliest convenience.

Should you have any questions or need any additional information, please do not hesitate to contact my office.

Sincerely yours,

Mark A. Spence

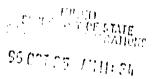
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MAS/klb

Enclosure: Articles of Incorporation

check

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ARTICLES OF INCORPORATION

OF

SONIA A. COOK & ASSOCIATES, INC.

BY THESE ARTICLES OF INCORPORATION, the Incorporator forms a Corporation for Profit under Florida Law.

ARTICLE I- NAME

The name of this Corporation is SONIA A. COOK & ASSOCIATES, INC, and the initial office of the corporation is located at P.O. Box 448 Port Richey, FL 34673

ARTICLE II - TERM

This Corporation shall exist perpetually.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand Shares of common stock with a par value of One Dollar per share.

ARTICLE V - REGISTERED AGENT

The initial registered agent for this Corporation is MARK A. SPENCE and the initial registered office is located at 6400 Madison Street, New Port Richey, Florida 34652.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator is: Sonia A. Cook, 560 Hammock Drive, Palm Harbor, FL 34673.

DATED this 21 day of Ocotber, 1996.

SONJA A. COOK, Incorporator

STATE OF FLORIDA)
(SS)
(COUNTY OF PASCO)

The foregoing instrument was acknowledged before me on this <u>\$\mathrice{2}\ell}\$</u> day of October, 1996, by Sonia A. Cook, Incorporator, who is known to me or who presented Florida Driver's License Number ______as identification.

My Commission Expires:

NOTARY PUBLIC

KAREN L. BALL
Y COMMISSION # CO 642350
EXPIRES: June 3, 2000
rded Thru Notary Public Underwriters

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

MARK A. SPENCE, Registered Agent

Secretary Secretary St. 25