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JANUARY 6, 2000

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FL 32314

RE: MARTIN & MARTIN ENTERPRISES, INC.

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF THE ARTICLES OF
INCORPORATION, TOGETHER WITH MY CHECK IN THE AMOUNT OF \$ 70.00.

THIS REPRESENTS THE COST OF THE FILING FEES, AND FEE FOR REGISTERED AGENT
DESIGNATION FOR THE ABOVE NAMED CORPORATION.

VERY TRULY YOURS,

Dolores J. Martin
DOLORES J. MARTIN

200003095832--4
-01/12/00-01043-004
*****70.00 *****70.00

MAILING ADDRESS OF CORPORATION

P.O. BOX 15055
CLEARWATER, FL. 33766

FILED
00 JAN 12 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ad 100

ARTICLES OF INCORPORATION
OF

MARTIN & MARTIN ENTERPRISES INC.

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

Article I - Corporate Name

The name of the corporation is :

MARTIN & MARTIN ENTERPRISES INC

Article II - Duration

The corporation shall exist perpetually unless dissolved according to Florida Law.

Article III - Purpose

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

The corporation is authorized to issue ten thousand shares (10000) of one dollar (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

Article V - Initial Registered Office and Agent

The principal office, if known, or the mailing address of the Corporation is:

MARTIN & MARTIN ENTERPRISES INC
P.O. BOX 15055
CLEARWATER, FL. 33766

The name and street address of the Initial Registered Agent of this Corporation is:

DOLORES J. MARTIN
168 PINEWOOD TERRACE
SAFETY HARBOR, FL. 34695

Article VI - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than

one (1). The name and address of the initial director of the corporation is as follows:

CRAIG A MARTIN
168 PINEWOOD TERRACE
SAFETY HARBOR, FL. 34695

DOLORES J. MARTIN
168 PINEWOOD TERRACE
SAFETY HARBOR, FL. 34695

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TALLAHASSEE, FLORIDA

ARTICLE VII INCORPORATORS

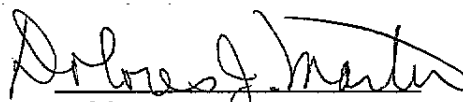
THE NAME AND ADDRESS OF THE INCORPORATORS SIGNING THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

CRAIG A. MARTIN
168 PINEWOOD TERRACE
SAFETY HARBOR, FL. 34695

DOLORES J. MARTIN
168 PINEWOOD TERRACE
SAFETY HARBOR, FL. 34695

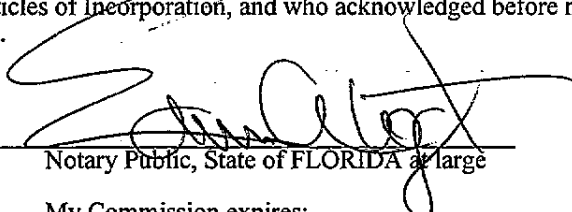
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6TH day of JANUARY 2000.


CRAIG A. MARTIN

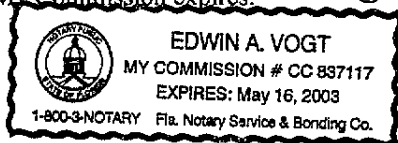

DOLORES J. MARTIN

STATE OF FLORIDA
COUNTY OF PINELLAS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Craig A. Martin and Dolores J. Martin known to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.


Notary Public, State of FLORIDA at large

My Commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

MARTIN & MARTIN ENTERPRISES INC

Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 168 PINWOOD TERRACE
SAFETY HARBOR, FL. 34695.

has named DOLORES J. MARTIN
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


DOLORES J. MARTIN

FILED
00 JAN 12 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA