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STOKER ENTERPRISES, INC.
21301 POWERLINE ROAD, #102
BOCA RATON, FL 33433
(561) 883-1210

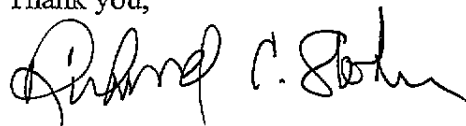
February 18, 2000

State of Florida
Divisions of Corporations
PO Box 6327
Tallahassee, FL 32314

Enclosed please find two copies of our articles of incorporation along with a check in the amount of \$122.50 which represents fees for a copy to be returned to us.

If you require any further information, please contact me.

Thank you,



Richard Stoker

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****122.50 *****78.75

FILED
00 FEB 29 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
STOKER ENTERPRISES, INC.

FILED
00 FEB 29 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is STOKER ENTERPRISES, INC.

ARTICLE II

The initial street address of the corporation's principal office is 21301 Powerline Rd., Suite 102, Boca Raton, FL 33433.

ARTICLE III

The total number of shares of capital stock which the corporation shall be authorized to issue is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation will begin is not less than \$500.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE VII

This Corporation shall have no less than one Director at any time. The number of Directors may be increased or diminished from time to time, By-Laws adopted by the Stockholders.

The name and post office address of the member of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the Corporation's existence, or until successors are elected and shall have qualified, is as follows:

Richard Stoker	21301 Powerline Rd.
	Suite 102
	Boca Raton, FL 33433

ARTICLE VIII

The name and address of the incorporator is:

Richard Stoker	21301 Powerline Rd.
	Suite 102
	Boca Raton, FL 33433

ARTICLE IX

The name and address of the person signing these Articles of Incorporation as subscriber is:

Richard Stoker

21301 Powerline Rd.
Suite 102
Boca Raton, FL 33433

ARTICLE X

The Corporation shall have the power and authority to indemnify any officer or any shareholder or any former officer or shareholder to the fullest extent permitted by law.

ARTICLE XI

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders in proportion to the number of shares of stock in the corporation which each shareholder then owns.

ARTICLE XII

The name and post office address of the officers of the Corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, is as follows:

PRESIDENT:

Richard Stoker
21301 Powerline Rd.
Suite 102
Boca Raton, FL 33433

SECRETARY/TREASURER:

Richard Stoker
21301 Powerline Rd.
Suite 102
Boca Raton, FL 33433

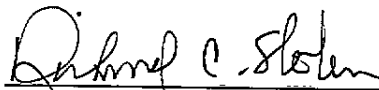
IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Boca Raton, Palm Beach County, Florida, on this 18th day of February, 2000.


Richard Stoker

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That STOKER ENTERPRISES, INC., desiring to organize or qualify under the laws of the State of Florida has named Bruce J. O'Donnell, as its registered agent to accept service of process within Florida, at: 21301 Powerline Rd., Suite 102, Boca Raton, FL 33433.



Richard Stoker

TITLE: President, Director

Date: Feb. 18, 2000

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the certificate,

I, Bruce J. O'Donnell, hereby agree to act in that capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties.



Bruce J. O'Donnell

Dated: 2/18/2000

FILED
00 FEB 29 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA