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FILED
00 MAY 15 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 11, 2000

Corporate Records Bureau
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: John Ellis & Associates, Inc.

600003252986--3
-05/15/00--01137--009
*****78.75 *****78.75

TO WHOM IT MAY CONCERN:

Enclosed please find original and one copy each of Articles of Incorporation and Certificate Designating (or Changing) Place of Business or Domicile for service of process, for filing in your offices. Also enclosed is my check in the amount of \$78.75, representing filing fee of \$35.00, \$8.75 for certified copy of Articles of Incorporation, and \$35.00 for registered agent designation. Please return the certified copy to me at the address below.

Thank you very much for your assistance.

Very truly yours,

John W. Ellis, Jr. / cmj

John W. Ellis, Jr.
8672 Hammondwood Road, South
Jacksonville, FL 32221
(904) 783-0855

JWE:cmj

(Signed in Mr. Ellis's absence to
avoid delay in mailing.)

5-19
WC

ARTICLES OF INCORPORATION
OF
JOHN ELLIS & ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is JOHN ELLIS & ASSOCIATES, INC.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation is organized as a professional service Corporation for the purpose of service of civil process, private investigation and courier services. This corporation may exercise all powers and privileges authorized by Florida law for such corporation.

Article IV - Capital Stock

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock.

Article V - Principal and Initial Registered Office

The street address of the principal office and the initial registered office of this corporation is 8672 Hammondwood Road, South, Jacksonville, Florida 32221. The mailing address of the corporation is 8672 Hammondwood Road, South, Jacksonville, Florida 32221.

Article VI - Initial Registered Agent Address

The name of the initial registered agent of this corporation at that address is John W. Ellis, Jr., 8672 Hammondwood Road, South, Jacksonville, Florida 32221.

Article VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name(s) and address(es) of the initial directors of this corporation are:

John W. Ellis, Jr.
8672 Hammondwood Road, South
Jacksonville, Florida 32221

Article VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Bylaws adopted by either the Board of Directors or Shareholders may be repealed or changed by either group, but the Shareholders may specifically designate certain bylaws adopted by them as not subject to amendment or repeal by the directors.

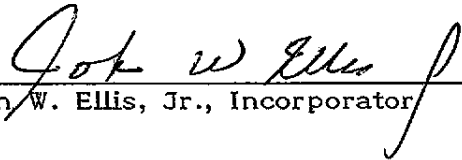
Article IX - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising the power and duties of a director, to the full extent now, or hereafter, permitted by law.

Article X - Incorporator

The name and address of the person signing these articles is:

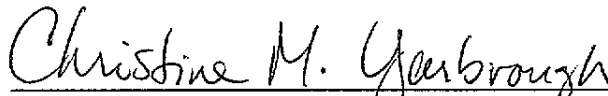
John W. Ellis, Jr.
8672 Hammondwood Road, South
Jacksonville, Florida 32221


John W. Ellis, Jr., Incorporator

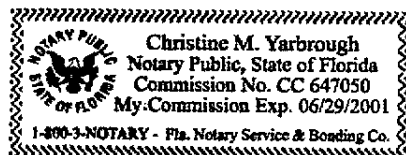
STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, this day personally appeared JOHN W. ELLIS, JR., who is personally known to me or who produced as identification, and he acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10th day of May, 2000.


Notary Public, State of Florida

My Commission Expires:



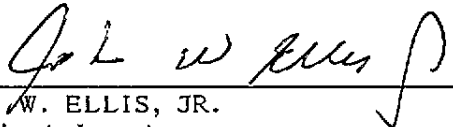
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
in compliance with said Act:

That JOHN ELLIS & ASSOCIATES, 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 Jacksonville, County of Duval, State of Florida, has named
John W. Ellis, Jr., located at 8672 Hammondwood Road, South, Jacksonville, Florida,
32221, as its agent to accept service of process within this state.

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



JOHN W. ELLIS, JR.
Resident Agent