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LAW OFFICES OF
FRANK G. FINKBEINER

ATTORNEY AND COUNSELOR AT LAW

108 EAST HILLCREST STREET
ORLANDO, FLORIDA 32801

TELEPHONE (407) 423-0012
FAX (407) 839-5951
E-MAIL fgfatlaw@mpinet.net

MAILING ADDRESS:
P.O. BOX 1789
ORLANDO, FL 32802-1789

June 16, 2000

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-06/21/00--01110--015
****122.50 *****78.75

EFFECTIVE DATE
6-19-00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: KEITH C. PARKER & ASSOCIATES, INC.

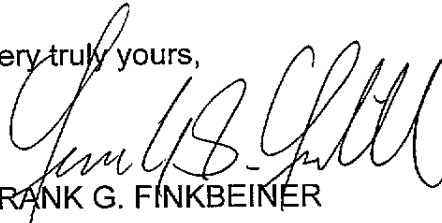
Gentlemen:

Enclosed please find an original and one fully executed copy of the Articles of Incorporation for the above-referenced Florida corporation, an original Designation and Acceptance of Designation of Registered Agent, together with a check in the amount of \$122.50 representing the following fees:

Filing Fee.....	\$ 35.00
Certified Copy.....	52.50
Registered Agent Fee.....	35.00
TOTAL ENCLOSED.....	\$122.50

Would you please forward a certified copy of the filed Articles of Incorporation to me at the letterhead address. Thank you for your cooperation in this matter.

Very truly yours,


FRANK G. FINKBEINER

FGF:sn
encls.

S. Thompson JUN 26 2000

EFFECTIVE DATE

6-19-00

ARTICLES OF INCORPORATION
OF
KEITH C. PARKER & ASSOCIATES, INC.

FILED
00 JUN 21 AM 8:23
TALLAHASSEE FLORIDA

ARTICLE I: NAME

The name of this corporation is KEITH C. PARKER & ASSOCIATES, INC.

ARTICLE II: DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III: PURPOSE

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

ARTICLE IV: CAPITAL STOCK

Initial Issue. One Thousand (1,000) shares of stock of the corporation shall be issued for cash or notes at a value of \$1.00 per share.

ARTICLE V: PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the principal office of this corporation is 108 E. Hillcrest Street, Orlando, FL 32801 and the name of the registered agent of this corporation is Frank G. Finkbeiner, Atty., 108 E. Hillcrest Street, Orlando, FL 32801.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws of the corporation, but shall never be less than one (1). The name and address of the Directors of this corporation until the first annual meeting of the Shareholders or until their successor(s) be elected and qualified are as follows:

KEITH C. PARKER
108 E. Hillcrest Street
Orlando, FL 32801

ARTICLE VII: INDEMNIFICATION

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

ARTICLE VIII: INCORPORATOR

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

KEITH C. PARKER
108 E. Hillcrest Street
Orlando, FL 32801

ARTICLE IX: PREEMPTIVE RIGHTS

The Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 19th day of June, 2000..

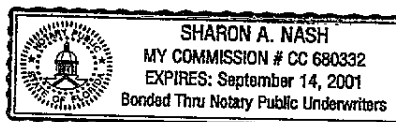
Keith C. Parker

KEITH C. PARKER
Incorporator/Subscriber

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of June, 2000, by KEITH C. PARKER Incorporator of KEITH C. PARKER & ASSOCIATES, INC., a Florida corporation, on behalf of the Corporation. He is personally known to me or has produced _____ as identification.

Sharon A. Nash
Notary Public-State of Florida
My commission expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: KEITH C. PARKER & ASSOCIATES, INC.
2. The name and address of the registered agent and office is:

FRANK G. FINKBEINER, ATTY.
108 E. Hillcrest Street
Orlando, FL 32801.

KEITH C. PARKER & ASSOCIATES, INC.

BY: *Keith C. Parker*
KEITH C. PARKER, Director
Date: June 19th, 2000.

FILED
00 JUN 21 AM 8:23
STATE OF FLORIDA
TALLAHASSEE

I, the undersigned, FRANK G. FINKBEINER, Attorney, have been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Frank G. Finkbeiner
FRANK G. FINKBEINER
Date: June 19th, 2000.