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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHN D. HOPPE
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ANDREA TEVES SMITH
KEITH H. WADSWORTH
KERRY M. WILSON

September 28, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700003411707-0
10/02/00-01121-004
*****78.75 *****78.75

Re: Jerry L. Head, CPA, P.A.

Dear Sir or Madam:

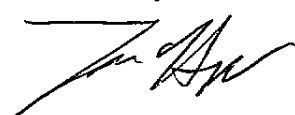
Enclosed please find the original and a copy of the Articles of Incorporation for the above-referenced corporation, along with a check payable to the Secretary of State in the amount of \$78.75 for the following costs:

Filing fee, Articles of Incorporation	\$35.00
Registered Agent Certification	35.00
Certified copy of Articles	<u>8.75</u>
Total	\$78.75

Please file the Articles of Incorporation and return a certified copy to me.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Jonn D. Hoppe

JDH/sjg

Enclosures

PH 10/4/00

ARTICLES OF INCORPORATION

OF

JERRY L. HEAD, CPA, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, who is licensed or otherwise legally authorized to practice the profession of accounting in the State of Florida, is forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopts the following articles of incorporation for the corporation:

ARTICLE I
NAME

The name of the corporation is JERRY L. HEAD, CPA, P.A.

ARTICLE II
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 101 American Center Place, Suite 113, Tampa, Florida 33609. The name of the initial registered agent of the corporation, located at that office, is JERRY L. HEAD.

ARTICLE III
DURATION

The period of the corporation's duration shall be perpetual until dissolved as provided in these articles.

ARTICLE IV
PURPOSE

The purpose of the corporation is to practice the profession of accounting.

ARTICLE V
CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 10,000 shares. These shares shall be of a single class of

common stock, and shall have a value of \$1.00 per share.

ARTICLE VI
CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VII
INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Jerry L. Head

101 American Center Place, Suite 113
Tampa, Florida 33609

ARTICLE VIII
DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one, and the name and address of the initial director is:

Jerry L. Head

101 American Center Place, Suite 113
Tampa, Florida 33609

The initial director shall hold office until his successor is elected and qualified as provided in the bylaws. The term of office of each director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors

and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE XI
DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least a majority of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporations of this corporation, have executed these articles of incorporation at TAMPA, Florida this 22nd day of SEPTEMBER, 2000.

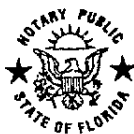


JERRY L. HEAD, Incorporator

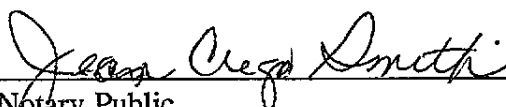
STATE OF FLORIDA
COUNTY OF Polk

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JERRY L. HEAD, who [] is personally known to me or who [] has produced _____ as identification.

WITNESS my hand and official seal this 22nd day of September 2000, at Lakeland, Florida.



Jean Crego Smith
My Commission CC607224
Expires December 11, 2000



Notary Public
State of Florida at Large
My Commission Expires:

To: The Department of State
Tallahassee, Florida 32304

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

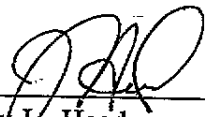
In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

JERRY L. HEAD, CPA, P.A., with its place of business at 101 American Center Place, Suite 113, Tampa, Florida 33609, has named Jerry L. Head located at 101 American Center Place, Suite 113, Tampa, Florida 33609 as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated SEPTEMBER 22, 2000.



Jerry L. Head
Registered Agent