

**ALLIANCE INVESTMENT & MANAGEMENT
COMPANY, INC.**

3401 N. LAKEVIEW DRIVE
TAMPA, FLORIDA 33618

PO00000112118

November 7, 2000

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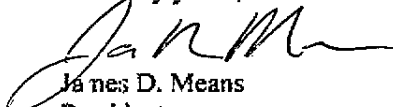
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Alliance Investment & Management Company, Inc.

To: whom it may concern:

Enclosed are an original and one (1) copy of the articles of incorporation and the original certificate of designation of registered agent for Alliance Investment & Management Company, Inc. We have also enclosed a check for \$87.50 for our filing fee, certified copy of our articles of incorporation and certificate of status.

Sincerely yours,


James D. Means
President

FILED
00 DEC -1 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


12/6

ARTICLES OF INCORPORATION

of

ALLIANCE INVESTMENT & MANAGEMENT COMPANY, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

ALLIANCE INVESTMENT & MANAGEMENT COMPANY, INC.

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TALLAHASSEE, FLORIDA

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3401 N. Lakeview Drive
Tampa, Florida 33618

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of real estate investment and management and all other related business activities permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Robin M. Hester
3150 Moran Road
Tampa, Florida 33618

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than two (2) which shall constitute a quorum. The names of the initial directors of the corporation are as follows:

James D. Means
510 Main Street
Gorham, Maine 04038

Robin M. Hester
3150 Moran Road
Tampa, Florida 33618

JoAnn Means
510 Main Street
Gorham, Maine 04038

Thurman Hester, Jr.
3150 Moran Road
Tampa, Florida 33618

ARTICLE VIII - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation is as follows:

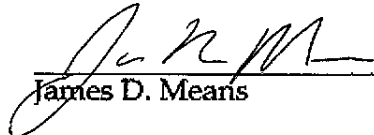
James D. Means
510 Main Street
Gorham, Maine 04038

Robin M. Hester
3150 Moran Road
Tampa, Florida 33618

JoAnn Means
510 Main Street
Gorham, Maine 04038

Thurman Hester, Jr.
3150 Moran Road
Tampa, Florida 33618

The undersigned has executed these Articles of Incorporation this 21st day of November 2000.

 President
James D. Means

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

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

Alliance Investment & Management Company, Inc.

2. The name and address of the registered agent and office is:

Robin M. Hester
3150 Moran Road
Tampa, Florida 33618

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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.

SIGNED:

DATE:

Robin M. Hester

11/28/2000