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DONALD J. WEISS, ESQUIRE, PC

c/o Connie Green,
Assistant to Donald J. Weiss, Esquire
249 Kevin Lane
Media, Pennsylvania 19063

Ph: (610) 859-7944
Fax: (610) 859-8519
E-mail: ConnieatWeiss@AOL.com

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****122.50 *****78.75

December 29, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

FILED
01 JAN -9 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

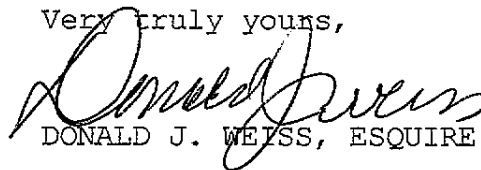
Re: ATHENA CAPITAL PARTNERS, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation together with Certificate of Designation of Registered Agent/Registered Office and our check for \$122.50 for the above corporation. Please file these documents and return a stamped copy.

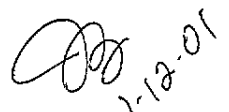
If you have any questions or require further documentation, please call at (610) 859-7944.

Very truly yours,


DONALD J. WEISS, ESQUIRE

DJW/cmg

Enclosures



**ARTICLES OF INCORPORATION
OF
ATHENA CAPITAL PARTNERS, INC.**

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

ARTICLE I NAME

The name of the corporation shall be ATHENA CAPITAL PARTNERS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 86 Ladoga Avenue, Tampa, FL 33606

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of the par value of \$1.00 each.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

Lisa R. Weiss, 86 Ladoga Avenue, Tampa, FL 33606

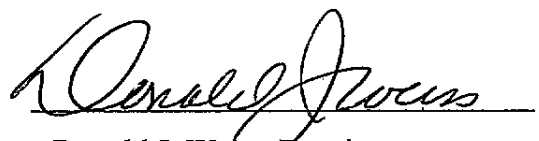
ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Donald J. Weiss, Esquire

202 South Avenue
Media, PA 19063

The undersigned incorporator has executed these Articles of Incorporation this 29th day of December, 2000


Donald J. Weiss, Esquire

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TALLAHASSEE, FLORIDA

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 office/registered agent, in the State of Florida.

1. The name of the corporation is: ATHENA CAPITAL PARTNERS, INC.
2. The name and address of the registered agent and office is:

Lisa R. Weiss
86 Ladoga Avenue
Tampa, FL 33606

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.

SIGNATURE

Lisa R. Weiss
Lisa R. Weiss

DATE

12-29-00