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FILED
01 JAN 22 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 18, 2001

Florida Department of State
Division of Corporations
Post Office Box 327
Tallahassee, Florida 32314

600003562576--7
-01/22/01--01094--005
*****78.75 *****78.75

TO WHOM IT MAY CONCERN;

Enclosed are the Articles of Incorporation for EQUITY GROWTH & MANAGEMENT CORPORATION, and the Certificate of Registered Agent. I will need a certificate of status for this corporation. I have enclosed a check for Seventy Eight Dollars and Seventy-Five Cents (\$78.75) drawn upon my trust account payable to the Secretary of State in payment of your fee for filing the articles, filing the designation and, a certificate of status.

Do not hesitate to make a collect phone call to me if everything is not in order.

Thank you for your attention to this matter.

Very truly yours,


Brian R. Loe

BRL:bms

Enclosures: Check \$78.75
Articles of Incorporation
Certificate of Registered Agent

* ARTICLES OF INCORPORATION *
for
* EQUITY GROWTH & MANAGEMENT CORPORATION *

In compliance with the requirements of F.S. Chapter 607, the undersigned, THOMAS E. WAITE, being a natural person, does hereby act as an Incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business Corporation.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is EQUITY GROWTH & MANAGEMENT CORPORATION.

ARTICLE II

The existence of the Corporation shall begin upon the filing and acceptance of these articles by the Secretary of State of the sovereign State of Florida.

ARTICLE III

The street address of the initial principal office of the corporation and the initial mailing address of the Corporation is 5400 Carter Road, Lake Mary FL 32746.

ARTICLE IV

The maximum number of shares of stock that this company is authorized to issue and have outstanding at any one time is 100 shares of voting common stock having a par value of One Dollar per share. Transfer of any share of this class of stock is subject to a right of first refusal of the other shareholders. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 3074 West Lake Mary Blvd, #136 Lake Mary FL 32746. The initial registered agent for the Corporation at that address is BRIAN R. LOE. The board of directors may move the registered office and change the registered agent from time to time as it deems appropriate.

ARTICLE VI

The Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the shareholders but shall never be less than one.

ARTICLE VII

The names of the initial directors of this Corporation and their addresses are:

THOMAS E. WAITE
5400 CARTER TRAIL
LAKE MARY FL 32746

NOREEN WAITE
5400 CARTER TRAIL
LAKE MARY FL 32746

The persons named as initial directors shall hold office until their successors have been elected or appointed and qualified.

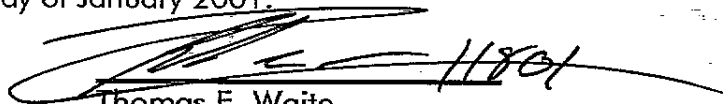
ARTICLE VIII

The name and address of the person signing these articles as Incorporator is THOMAS E. WAITE 5400 CARTER TRAIL, LAKE MARY FL 32746.

ARTICLE IX


These articles may be amended as provided by Florida Law. Additionally, these articles may be amended by a written statement signed by all of the directors and all of the shareholders manifesting their intent that a certain amendment of these articles be made.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 18th day of January 2001.


Thomas E. Waite
Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public, personally appeared Thomas E. Waite, who provided identification in the form of a Florida Drivers License, is also personally known to me and signed the foregoing Articles of Incorporation, and acknowledged before me as well that he subscribed to these Articles of Incorporation on the 18th day of January, 2001.


NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

 Brian R. Loe
My Commission CC850284
Expires May 26, 2001

CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT WITHIN THIS STATE

FILED
01 JAN 22 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

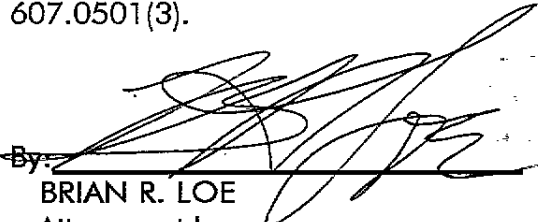
EQUITY GROWTH & MANAGEMENT CORPORATION., desiring to organize under the laws of the State of Florida with its principal place of business in Seminole County, Florida has named BRIAN R. LOE as its agent to accept service of process within this state at a registered office address of 3074 West Lake Mary Blvd., #136 Lake Mary FL 32746.

By: 
THOMAS E. WAITE, Incorporator

1-18-01
DATED: January 18, 2001

ACKNOWLEDGMENT

Having been named to accept service of process for EQUITY GROWTH & MANAGEMENT CORPORATION., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

By: 
BRIAN R. LOE
Attorney at Law
Fla. Bar # 722560
3074 W. Lake Mary Blvd. #136
Lake Mary FL 32746
407 323-6128

1-18-2001
DATED: January 18, 2001