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Gary N. Strohauser
1150 Cleveland Street Suite 300
Clearwater, FL 33755

April 11, 2001

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

RE: Incorporation of JD Clark & Associates, Inc.

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-04/17/01--01013--016

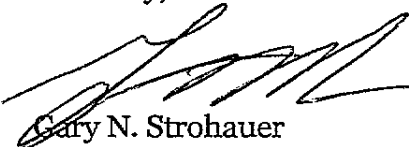
*****78.75 * *****78.75

To Whom It May Concern:

Please find enclosed two originals of the Articles of Incorporation for JD Clark & Associates, Inc. along with a check in the amount of \$78.75. Please file the documents and return one certified copy of the Articles to me at the address above.

Thank you and if you should need any further information, please don't hesitate to contact me or my assistant, Barbara, at 727-443-3444.

Sincerely,



Gary N. Strohauser

GNS/bef
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-18-01
JWC

**ARTICLES OF INCORPORATION
OF
JD CLARK & ASSOCIATES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Corporate Name

The name of this corporation is: **JD Clark & Associates, Inc.**

ARTICLE II
Principal Office

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

1001 S. Myrtle Avenue, Suite 7
Clearwater, FL 33756

ARTICLE III
Nature of Business and Powers

The general nature of the business to be transacted by this Corporation is to engage in any and all business as permitted under the laws of the State of Florida

ARTICLE IV
Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock (having a par value of .10 per share).

ARTICLE V
Term of Existence

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

ARTICLE VI
Registered Agent and Initial Registered Office

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

Registered Agent: Gary N. Strohauer
1150 Cleveland Street Suite 300
Clearwater, FL 33755

Registered Office: 1150 Cleveland Street Suite 300
Clearwater, FL 33755

The Board of Directors from time to time may change the Registered Agent and/or Registered Office to any person or address within the State of Florida.

ARTICLE VII
Board of Directors

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII
Initial Directors

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

Gary N. Strohauer
1150 Cleveland Street #300
Clearwater, FL 33755

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX
Incorporators

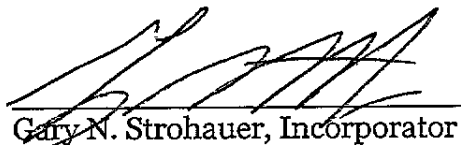
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Gary N. Strohauer
1150 Cleveland Street #300
Clearwater, FL 33755

ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made..

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 12 day of April, 2001.



Gary N. Strohauer, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

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

Pursuant to the provisions of Section 607.0501, of the 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:

First -- **JD Clark & Associates, Inc.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 1001 S. Myrtle Avenue #7, Clearwater, Pinellas County, Florida 33756, has named Gary N. Strohauser as its Registered Agent to accept service of process within this state.

Second -- The Registered Office of Gary N. Strohauser, the named Registered Agent of **JD Clark & Associates, Inc.**, is located at 1150 Cleveland Street Suite 300, Clearwater, Pinellas County, Florida 33755.

ACKNOWLEDGEMENT

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.



Gary N. Strohauser

Dated: April _____, 2001