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March 25, 2002

FLORIDA, NEW YORK
& WASHINGTON, D.C.
BAR ASSOCIATIONS

FILED STATE
SECRETARY OF FLORIDA
MARCH 26 PM 2:25

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

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-03/27/02--01045--004
*****78.50 *****78.50

RE: M & D HANKE ENTERPRISES, INC.

PHASE 1 ENTERPRISES, INC.

BOURKE ENTERPRISES, INC.

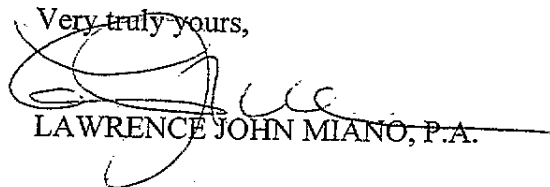
Dear Sir/Madam:

I am enclosing an original and two (2) copies of the Articles of Incorporations for the following three (3) corporations:

1. M & D HANKE ENTERPRISES, INC. one (1) check #002972 in the amount of \$78.50 for the filing of this Corporation.
2. PHASE 1 ENTERPRISES, INC. one (1) check #002973 in the amount of \$78.50 for the filing of this Corporation.
3. BOURKE ENTERPRISES, INC. one (1) check # 002974 in the amount of \$78.50 for the filing of this Corporation.

Thank you for your prompt attention with regard to this matter.

Very truly yours,


LAWRENCE JOHN MIANO, P.A.

LJM:dm
Encls.

F. CHESSE

APR 2 2002

ARTICLES OF INCORPORATION

OF

BOURKE ENTERPRISES, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is **BOURKE ENTERPRISES, INC.**

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having the par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which this corporation shall begin business is \$500.00.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this corporation is: **140 ISLAND WAY, #292, CLEARWATER, FLORIDA 33767.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 26 PM 2:25

ARTICLE VII

The corporation shall have ONE director initially, whose name and street address are as follows: **ROBERT L. BOURKE, 140 ISLAND WAY, #292, CLEARWATER, FLORIDA 33767.**

ARTICLE VIII

The names and street addresses of the subscribers to these Articles of Incorporation are as follows: **ROBERT L. BOURKE, 140 ISLAND WAY, #292, CLEARWATER, FLORIDA 33767.**

ARTICLE IX

The name and address of the Registered Agent of this corporation is as follows:

**ROBERT L. BOURKE
140 ISLAND WAY, #292
CLEARWATER, FLORIDA 33767**


IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 19th day of March, 2002.


ROBERT L. BOURKE

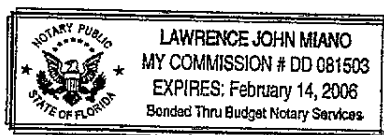
STATE OF FLORIDA)
)
COUNTY OF MARION)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set for the above, personally appeared **ROBERT L. BOURKE** known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and county aforesaid this 19 day of March, 2002.


Notary Public, State of Florida

My Commission Expires:



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statute 607.0501, 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:

The name of the corporation is: **BOURKE ENTERPRISES, INC.**

The name of the Registered Agent is: **ROBERT L. BOURKE**

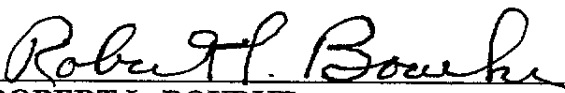
The address of the Registered Agent/registered office is:

**140 ISLAND WAY, #292
CLEARWATER, FLORIDA 33767**

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ACCEPTANCE

Having been named as Registered Agent and designated to accept service of process for the above corporation, I hereby accept this 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.


ROBERT L. BOURKE
Registered Agent for
BOURKE ENTERPRISES, INC.