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May 19, 1995

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Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Absolute Investment Management, Inc.


Dear Sir/Madame:

Enclosed herewith please find original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50, representing the following:

1.	Filing Fee	\$ 35.00
2.	Designation of Registered Agent	35.00
3.	Certified Copy of Articles	<u>52.50</u>
		\$122.50

Please return the certified copy to my attention.

Very truly yours,



Eric D. Struble

EDS/bam
Enclosures

SDG

FILED
95 JUN -7 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ABSOLUTE INVESTMENT MANAGEMENT, INC.**

FILED
95 JUN -7 AM 8:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of this Corporation is ABSOLUTE INVESTMENT MANAGEMENT, INC.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 shares of common stock. Each of such shares shall have a par value of \$.10 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 137 H Springwood Circle, Longwood, Florida 32750. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 137 H Springwood Circle, Longwood, Florida 32750, and the name of the Corporation's initial registered agent to receive service of process is John DiMercurio.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name(s) and address(es) of the Director is:

Name

John DiMercurio

Address

137 H Springwood Circle
Longwood, Florida 32750

ARTICLE VI

The name and address of the subscriber is John DiMercurio, 137 H Springwood Circle, Longwood, Florida 32750.

ARTICLE VII

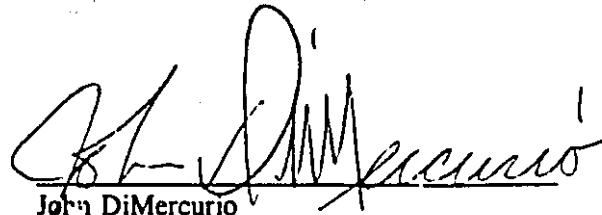
It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of

certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: _____, 1995.

A handwritten signature in dark ink, appearing to read "John DiMercurio", written over a horizontal line.

John DiMercurio
37 H Springwood Circle
Longwood, Florida 32750

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That ABSOLUTE INVESTMENT MANAGEMENT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Longwood, Seminole County, State of Florida, has named John DiMercurio as its agent to accept service of process within the State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


John DiMercurio
(Registered Agent)

FILED
95 JUN -7 AM 8:27
CLERK OF STATE
TALLAHASSEE FLORIDA