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FOGLE & FOGLE, P. A.
ATTORNEYS AT LAW

J. DANA FOGLE
CORPORATION & BUSINESS LAW
REAL PROPERTY LAW
REGISTERED GENERAL PRACTICE

ALICE M. FOGLE
MARITAL & FAMILY LAW

January 16, 1996

817 EAST PLYMOUTH AVENUE
POST OFFICE BOX 817
DELAND, FLORIDA 33701-0817

(804) 704-4400
FAX (804) 704-7410

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

EFFECTIVE DATE
1-16-96

Re: Incorporation of 138 West Corporation

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the proposed Articles of Incorporation and Designation of Registered Agent for 138 West Corporation.

Also enclosed is my check in the amount of \$122.50 representing the following:

Filing Fee	\$35.00
Registered Agent Certificate	52.50
Certified copy of Charter and of Registered Agent Certificate	35.00

Thank you very much for your assistance.

Sincerely,

Dana

J. Dana Fogle

JDF/js
Enclosures

JAN 25 1996 BSB

FILED
96 JAN 22 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
400001695104
-01/22/96--01095--008
****122.50 ****122.50

ARTICLES OF INCORPORATION
OF
138 WEST CORPORATION

FILED

96 JAN 22 PM 12:50

CLERK OF STATE
TALLAHASSEE, FLORIDA

I, CLYDE C. BENNETT, JR., being of legal age do hereby
authorize the formation of a corporation under the laws of the
State of Florida.

EFFECTIVE DATE

1-16-96

ARTICLE I

The name of this corporation shall be 138 WEST
CORPORATION.

ARTICLE II.

This corporation shall exist perpetually unless sooner
dissolved according to law.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general nature of business to be transacted by this
corporation is to buy, sell, lease, rennovate and develop real
property within the State of Florida, and to engage in any
activity or business permitted under the laws of the United States
of America and of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares that this corporation is
authorized to have outstanding at any one time is 100 shares fully
paid, \$1.00 par value common stock. Common stock of the
corporation shall be issued as "small business corporation" stock
in accordance with a plan or plans under the provisions of Section
1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE V.

INITIAL DIRECTORS

The business of the corporation shall be managed by the Stockholders rather than by the Board of Directors of this corporation.

ARTICLE VI.

STREET AND MAILING ADDRESS OF INITIAL REGISTERED
OFFICE AND NAME OF INITIAL REGISTERED AGENT

The initial street address of the principal place of business of said corporation is 101 N. Woodland, Suite 2121, DeLand, Florida 32720, and the mailing address is the same. The initial resident agent is CLYDE C. BENNETT, JR., 101 N. Woodland, Suite 2121, DeLand, Florida 32720.

ARTICLE VII

SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is: CLYDE C. BENNETT, JR., 101 N. Woodland, Suite 2121, DeLand, Florida 32720.

ARTICLE VIII.

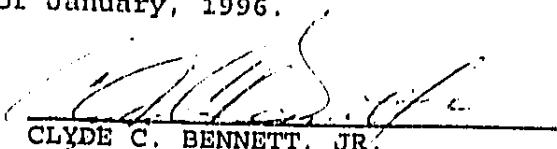
COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on January 16, 1996.

IN WITNESS WHEREOF, I, CLYDE C. BENNETT, JR. being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in and without the State of Florida, under the laws of the State of

Page 3.

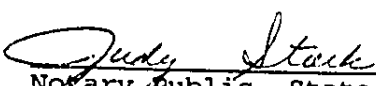
Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 16th day of January, 1996.


CLYDE C. BENNETT, JR.

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared CLYDE C. BENNETT, JR., to me well known to be the person who executed the foregoing Certificate of Incorporation and he acknowledged before me that he executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 16th day of January, 1996.


Notary Public, State of Florida
My commission expires:



JUDY STARK
MY COMMISSION # CC339110 EXPIRES
January 24, 1998
BONDED THRU TROY FAH INSURANCE, INC.

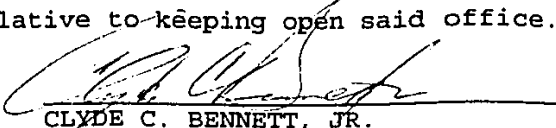
**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED**

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

FIRST: That 138 WEST CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of DeLand, Count of Volusia, State of Florida, has named CLYDE C. BENNETT, JR., located at 101 N. Woodland Blvd., Suite 2121, DeLand, Florida 32720, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


CLYDE C. BENNETT, JR.

FILED
96 JAN 22 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA