



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1146

January 22, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100001709461
-02/07/96--01054--009
*****70.00 *****70.00

RE: T.E. Knowles & Associates, Inc.
P788231TKNOWL

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for T.E. Knowles & Associates, Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Bonnie J. Bennett
Corporate Service Representative

enc.

Dmc
2-6-96

FILED
96 FEB -6 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
T.E. Knowles & Associates, Inc.

FILED
96 FEB -6 PM 1:03
SECRETARY OF STATE
FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting in the name of the corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be T.E. Knowles & Associates, Inc.

SECOND: The address of the initial registered office of the corporation is 801 Douglas Ave. Suite 107, Altamonte Springs FL 32714, County of Seminole. The name of the registered agent located at said address is Russell Judge.

THIRD: The principal address of the corporation is 801 Douglas Ave. Suite 107, Altamonte Springs FL 32714.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 100 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Ted Knowles	801 Douglas Ave. Ste. 107, Altamonte Springs FL 32714
Thad Knowles	801 Douglas Ave. Ste. 107, Altamonte Springs FL 32714

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Bonnie J. Bennett c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 22nd day of January, 1996.

Bonnie J. Bennett

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 22nd day of January, 1996 by Bonnie J. Bennett.

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years

Susan M. Griffin
Notary Public

This document was prepared by Bonnie J. Bennett, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

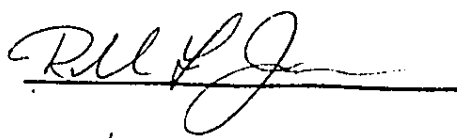
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96 FEB -6 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this T.E. Knowlen & Associates, Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Altamonte Springs, State of
Florida, has named Russell Judge located at
801 Douglas Ave. Suite 107, Altamonte Springs, FL 32714
_____ as its agent for service of
process within Florida.

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 I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.



12/27/95
Date