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Thornton, Torrence & Gonzales, P.A.
Attorneys at Law

RONALD G. THORNTON*
ALFRED W. TORRENCE, JR.*
LARRY J. GONZALES**
MARK A. GOETTEL

* ACCREDITED FUTURE PLANNER
NATIONAL ASSOCIATION OF ESTATE PLANNERS
** U.S. TAXATION

6645 RIDGE ROAD
PORT RICHEY, FL 34868
Phone: 813-848-8224
Telecopier: 813-848-7896

February 20, 1996

RECEIVED 1724013
-02/26/96---01050---013
***\$122.50 ***\$122.50

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

Re: J.D. Maximus, Inc.

Dear Sir:

Enclosed is an original and duplicate copy of the Articles of Incorporation for this proposed corporation.

The duplicate copy has been acknowledged by the incorporator in the same manner as the original. Please endorse your approval of the Articles on the duplicate copy and return it to the attention of the undersigned.

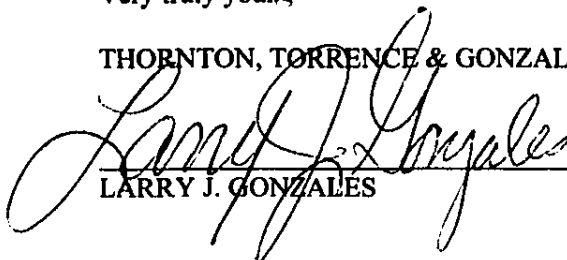
A check in the amount of \$122.50 is enclosed to cover the registered agent fee, the filing fee and the charter tax.

If you find any problems with the enclosed documents, please contact the undersigned by telephone rather than returning the same.

Thank you for your attention to this matter.

Very truly yours,

THORNTON, TORRENCE & GONZALES, P.A.


LARRY J. GONZALES

jm
Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB 26 PM 1:33

FILED

96-2828

**ARTICLES OF INCORPORATION
OF**

J. D. MAXIMUS, INC.

FILED
96 FEB 26 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME AND ADDRESS

The name of this Corporation is: J. D. MAXIMUS, INC., and the address is: 8100 Brighton Drive, Port Richey, FL 34668.

ARTICLE 2: DURATION

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 6645 Ridge Road, Port Richey, Florida 34668, and the name of the initial registered agent of this Corporation at that address is LARRY J. GONZALES.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have two directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation is:

NAME	ADDRESS
JAMES A. FISH	8100 Brighton Drive Port Richey, FL 34668
DENISE M. CLARK	8100 Brighton Drive Port Richey, FL 34668

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME	ADDRESS
LARRY J. GONZALES	6645 Ridge Road Port Richey, FL 34668

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 10: BYLAWS

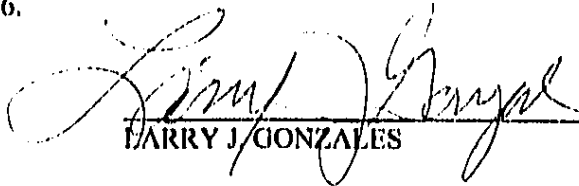
The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these

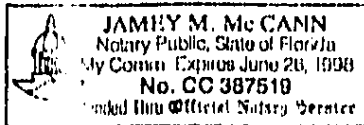
Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

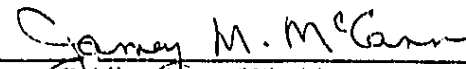
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of February, 1996.


LARRY J. GONZALES

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing Articles of Incorporation were acknowledged before me this 23rd day of February, 1996, by LARRY J. GONZALES, who is personally known to me.

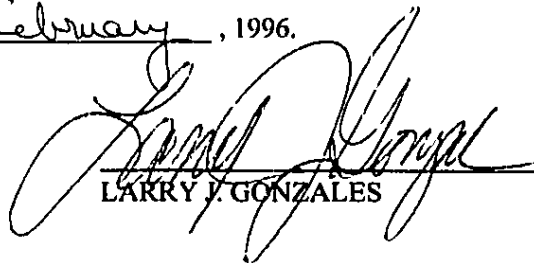



Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 23rd day of February, 1996.


LARRY J. GONZALES

FILED
96 FEB 26 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Thornton, Torrence & Gonzales, P. A.

Attorneys at Law

* ACCREDITED ESTATE PLANNER
NATIONAL ASSOCIATION OF ESTATE PLANNERS
* *L.L.M. TAXATION

Telexcopier: 813-845-7895

FILED IN STATE
SECRETARY OF CORPORATIONS
JUL 31 AM 8:08


LARRY J. GONZALES

Dis
Sp 7/31/97

ARTICLES OF DISSOLUTION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 31 AM 8:08

J. D. MAXIMUS, INC.

J. D. MAXIMUS, INC., a Florida corporation (the "Corporation") in accordance with the Florida General Corporation Act, hereby adopts the following Articles of Dissolution:

ARTICLE I: NAME AND ADDRESS

The name and address of the Corporation is J. D. MAXIMUS, INC., 8100 Brighton Drive, Port Richey, FL 34668.

ARTICLE II: OFFICERS

The names and respective addresses of the Corporation's officers are:

<u>TITLE</u>	<u>NAME AND ADDRESS</u>
President:	JAMES A. FISH 8100 Brighton Drive Port Richey, FL 34668
Vice-President:	DENISE M. CLARK 10335 White Cedar Street Port Richey, FL 34668
Secretary:	DENISE M. CLARK 10335 White Cedar Street Port Richey, FL 34668
Treasurer:	DENISE M. CLARK 10335 White Cedar Street Port Richey, FL 34668

ARTICLE III: DIRECTORS

The names and respective addresses of the Corporation's Directors are:

NAME

ADDRESS

JAMES A. FISH

8100 Brighton Drive
Port Richey, FL 34668

DENISE M. CLARK

10335 White Cedar Street
Port Richey, FL 34668

ARTICLE IV: LIABILITIES

All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provisions have been made therefor.

ARTICLE V: PROPERTY

remaining property and assets of the Corporation have been distributed among its Shareholders in accordance with their respective rights and interests.

ARTICLE VI: LITIGATION

There are no actions pending against the Corporation in any Court.

ARTICLE VII: DISSOLUTION

The Corporation elected to dissolve by act of the Corporation. The following resolution was adopted by the Shareholders of the Corporation on July 22, 1997.

RESOLVED, that it is in the best interests of the Corporation that it be dissolved; and

FURTHER RESOLVED, that the officers of the Corporation shall take such acts as are necessary to comply with Florida law with regard to this dissolution.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Dissolution this 22 day of July, 1997.

By: [Signature]
JAMES A. FISH, as President

Attest: [Signature]
DENISE M. CLARK, as Secretary

STATE OF FLORIDA
COUNTY OF ~~DADE~~ DADE

The foregoing instrument was acknowledged before me this 22 day of July, 1997, by JAMES A. FISH, as President of J. D. MAXIMUS, INC., a Florida corporation on behalf of the Corporation. JAMES A. FISH is personally known to me or has produced _____ as identification.

Christine A. Kinik
NOTARY PUBLIC

My Commission Expires:



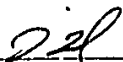
UNANIMOUS CONSENT IN LIEU OF SPECIAL
MEETING OF SHAREHOLDERS AND DIRECTORS OF

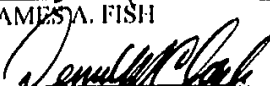
J. D. MAXIMUS, INC.

This Consent shall be in lieu of a special meeting of the Shareholders and Directors of J. D. MAXIMUS, INC., a Florida corporation (the Corporation").

The undersigned, being all of the Shareholders and Directors of the Corporation, acting without meeting, pursuant to the Florida General Corporation Act and the Bylaws of the Corporation, do hereby consent to the dissolution of the Corporation and approve and adopt the foregoing Articles of Dissolution.

DATED: 7/22/97



JAMES A. FISH


DENISE M. CLARK