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MARCH 1, 1996

SECRETARY OF STATE,
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA, 32314

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-03/05/96--01051--007
****122.50 ****122.50

DEAR SIR:

ENCLOSED KINDLY FIND ARTICLES OF INCORPORATION COMPLETED AND SIGNED,
TOGETHER WITH A CHECK IN THE AMOUNT OF \$ 122.50 PAYABLE TO THE
SECRETARY OF STATE.

I WOULD APPRECIATE YOUR OFFICE FILING SAME AND NOTIFICATION AS TO THE
DOCUMENT NUMBER ASSIGNED THIS NEW CORPORATION.

NAMES FOR THE NEW CORPORATION IN ORDER OF PREFERENCE ARE:

1. R & D ENTERPRISES INC.
2. R.D.M. ENTERPRISES INC.
3. PALM STATE ENTERPRISES INC.

SHOULD I HAVE OVERLOOKED ANY PAPERWORK REQUIRED TO ESTABLISH A
PROPER FILING, KINDLY TELEPHONE AT 941-473-3855

RESPECTFULLY,

Ross/Magar

ROSS J. MAGAR
6097 SUNNYBROOK BLVD.
ENGLEWOOD, FL 34224

TALLAHASSEE, FLORIDA

96 MAR -4 PM 2:10

FILED

*Call Ross J. Magar
Use the corporate name
as Palm State Enterprises, Inc.
the principal add. in
in art. I.*

**ARTICLES OF INCORPORATION
OF
PALM STATE ENTERPRISES INC.**

FILED
MAR - 4 PM 2:10
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation
under the Florida General Corporation Act, do hereby adopt the
following Articles of Incorporation:

Article 1. Name. The name of Corporation is: **PALM STATE ENTERPRISES INC.**

Article 2. Duration. **1690 Lantana Ave., Englewood, FL 34224.**
The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are :

A. To engage in and transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The name and address of the initial Registered Agent and Office of this Corporation is as follows:

ROSS J. MAGAR
6097 SUNNYBROOK BLVD.
ENGLEWOOD, FL 34224

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

ROSS J. MAGAR
6097 SUNNYBROOK BLVD
ENGLEWOOD, FL 34223

Article 7. Incorporators. The name and address of each incorporator is as follows:

ROSS J. MAGAR
6097 SUNNYBROOK BLVD.
ENGLEWOOD, FL 34224

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 1st day of March, 1996

Ross J. Magar

ROSS J. MAGAR, Incorporator

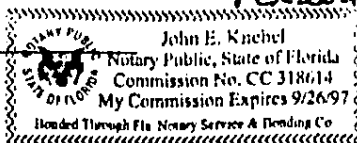
STATE OF FLORIDA
COUNTY OF

Before me personally appeared ROSS J. MAGAR to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 1st day of MARCH, 1996

John E. Knebel

Notary Public, State of Florida
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **PALM STATE ENTERPRISES INC.**, which is contained in the foregoing Articles of Incorporation.

DATED this 1st day of March, 1996

Ross J. Magar

ROSS J. MAGAR Registered Agent