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STALNAKER AND SMITH, P.A.

ATTORNEYS AND COUNSELLORS AT LAW

800 INTERNATIONAL PARKWAY

SUITE 870

IRATHIOW, FLORIDA 32746

(407) 888-0059

FROM ORLANDO CALL 849-0059

FAX (407) 888-0059

FILED
JUN 11 AM 8:49
TALLAHASSEE, FLORIDA

WALLACE F. STALNAKER, JR.
STACY WHITTON SMITH
PATRICIA K. STALNAKER, OF COUNSEL

*ALSO MEMBER OF S.C. BAR

NORTH ORLANDO OFFICE

7000 SAND LANE ROAD

SUITE 209

ORLANDO, FLORIDA 32819

(407) 888-9449

May 8, 1996

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

100001821951
-05/15/96--01034--019
***122.50 ***122.50

Re: Articles of Incorporation
ADVANCE RESOURCES, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles
of Incorporation for:

ADVANCE RESOURCES, INC.

We also enclose our check in the amount of \$122.50 to cover
the filing fee and cost to forward a certified copy of the
Articles to my office.

Sincerely,

WALLACE F. STALNAKER

WFS/pjn

Enclosures

WFS
5/21/96
WFS
10731
302



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 21, 1996

WALLACE STALNAKER
300 INTERNATIONAL PARKWAY STE 376
HEATHROW, FL 32746

SUBJECT: ADVANCE RESOURCES, INC.
Ref. Number: W96000010731

We have received your document for ADVANCE RESOURCES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 896A00025089

STALNAKER AND SMITH, P. A.

ATTORNEYS AND COUNSELLORS AT LAW

800 INTERNATIONAL PARKWAY

SUITE 870

HEATHROW, FLORIDA 32740

(407) 888-9069

FROM ORLANDO CALL 848-0069

FAX (407) 888-9262

WALLACE F. STALNAKER, JR.
STACY BRITTON SMITH
FAITH M. STALNAKER, OF COUNSEL*

*ALSO MEMBERS OF F.C. BAR

June 6, 1996

SOUTH ORLANDO OFFICE:

7000 SAND LAKE ROAD

SUITE 600

ORLANDO, FLORIDA 32819

(407) 888-9448

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

Attention: Terri Buckley, Corporate Specialist

Reference: Advance Resources, Inc.

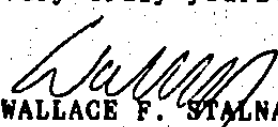
Ref. No : W96000010731

Letter No: 896A00025089, copy attached

Dear Ms. Buckley:

Responding to your letter number 896A00025089, a copy of which we attach for your reference, we wish to proceed with the filing of our Articles of Incorporation for Advance Resources, Inc. We also provide you a letter from our client, Advance Resources, Inc., acknowledging you have advised us of another corporation's name similarity. We therefore resubmit the original and a copy of the Articles and advise you to apply check #3168 previously forwarded and retained by your office for the filing fee.

Very truly yours,


WALLACE F. STALNAKER

WFS/pjn

Enclosures as Noted

Wallace F. Stalnaker, Jr.
Stalnaker and Smith, P.A.
Attorneys and Counsellors at Law
300 International Parkway
Suite 376
Heathrow, Florida 32746

Dear Wally,

Thank you for your advisement of the similarity of corporation names, "Advanced Resources Corporation" and the one we selected, "Advance Resources, Inc. We have decided to proceed with the name, "Advance Resources, Inc."

Please direct all correspondence to:

Advance Resources, Inc.
5728 Major Blvd.
Suite 274
Orlando, FL 32819

We look forward to receiving our papers soon.

Sincerely,



Marcia R. Bradley
Senior Vice President - Partner

MRB:cag

ARTICLES OF INCORPORATION
OF
ADVANCE RESOURCES, INC.

ARTICLE I - NAME

The name of the corporation is ADVANCE RESOURCES, INC.

ARTICLE II - ADDRESS

The address of the principal office of the corporation is Major Center Office Plaza, 5728 Major Blvd., Suite 274, Orlando, Florida 32819 and the mailing address of the corporation is the same.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles or until such time as it shall be dissolved by law.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all business not unlawful under the laws of the State of Florida or the United States.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares". Any and all such "common shares" shall be one class only.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder upon the sale for cash for any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by by-laws adopted by the shareholders, but shall never be less than the minimum number of directors required by law. The names and addresses of the initial directors of this corporation are:

JOHN R. ZARING
President

MARCIA R. BRADLEY
Vice-President

LEANNE ZARING
Secretary/Treasurer

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles is: JOHN R. ZARING, 354 Greenbrook Place, Richland, Washington 99352.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: Major Center Office Plaza, 5728 Major Blvd., Suite 274, Orlando, Florida 32819 and the initial Resident Agent of this corporation is MARCIA R. BRADLEY.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the shareholders, provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be inconsistent with any by-laws adopted by the shareholders.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend, or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of APRIL, 1996.


JOHN E. ZARING

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96 JUN 11 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Marcia R. Bradley
MARCIA R. BRADLEY

Date: May 6, 1996

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

The foregoing instrument was acknowledged before me by MARCIA R. BRADLEY who is personally known to me or who has produced a Florida Driver's License as identification and who did acknowledge that she is the person who executed the foregoing Articles of Incorporation and she acknowledged that she did accept the duties of resident agent for the foregoing corporation as indicated in Article IX of the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 6th day of May, 1996.



LAURA LANDRETH
My Commission CC548628
Expires Apr. 09, 2000

Laura Landreth
NOTARY PUBLIC
My Commission Expires:

4/9/2000