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The Law Office of
PHILLIPS & MORRIS
A PROFESSIONAL ASSOCIATION
7310 Gulf Boulevard, St. Pete Beach, Florida 33706

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____ **4000001878354**
(Corporation Name) (Document #) **-06/27/96--01077--014**
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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 JUN 27 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6.28.96

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96 JUN 27 AM 9:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PAUL J. REARDON & ASSOCIATES, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME: The name of this corporation shall be Paul J. Reardon & Associates, Inc., and its initial principal office and address shall be at 7000 Beach Plaza, Apartment 1002, St. Pete Beach, FL 33706.

ARTICLE II

DURATION: This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which the corporation shall have to issue is 1,000 shares of common stock, with a par value of \$1.00 per share. The total number of authorized shares shall have an aggregate par value of \$1,000.00. Each share of authorized stock which is initially sold shall be fully paid for before the corporation begins transaction of business.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent of the corporation is ROBERT SHELDON, 1102 Pass A Grille Way, St. Pete Beach, FL 33706.

ARTICLE VI

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one (1) nor more than five (5) members as provided by the By-Laws of the corporation, said Board to be elected by the stockholders of the corporation at the regular meeting of said stockholders.

If the state law so provides, then upon the unanimous written agreement of all of the stockholders of the corporation, the above-described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to the stockholder agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the contest requires, the shareholders shall be deemed the directors of the corporation for purposes of applying applicable state law. The name(s) and address(es) of the first Board of Directors are:

PAUL J. REARDON	7000 BEACH PLAZA, APT. 1002
PAULINE R. REARDON	ST. PETE BEACH, FL 33706

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above Board composed of two (2) directors. These directors shall hold office until their successors are duly elected and qualified.

ARTICLE VII

OFFICERS: The Board of Directors shall, at its initial meeting, elect a President, Vice President, Secretary and Treasurer and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereof, the following person(s) shall hold the below designated offices until their successors are elected and qualified:

PRESIDENT	PAUL J. REARDON
VICE PRESIDENT	PAULINE R. REARDON
TREASURER	PAUL J. REARDON
SECRETARY	PAULINE R. REARDON

ARTICLE VIII

INCORPORATOR: The name and address of the Incorporator of the corporation is PAUL J. REARDON, 7000 Beach Plaza, Apt 1002, St. Pete Beach, FL 33706.

ARTICLE IX

AUTHORITY TO INCREASE CAPITAL STOCK: The capital stock authorized may be increased by a three-fourths (3/4) vote of the stockholders at any regular and special meeting called for that purpose by the adoption of or amendment to these articles.

ARTICLE X

SECTION 1244 ELECTION: The first Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and the regulations thereunder.

ARTICLE XI

BY-LAWS: The power to adopt, alter, amend or repeal the By-Laws should be vested in the Board of Directors.

ARTICLE XII

AMENDMENT: The power to amend these articles shall be held exclusively by the stockholders. An amendment hereto shall require a simple majority vote of all outstanding stock.

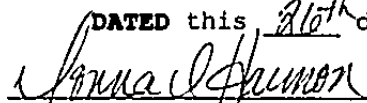
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 26 day of April, 1996.


PAUL J. REARDON
(Incorporator)

**STATE OF FLORIDA
COUNTY OF PINELLAS**

BEFORE ME, the undersigned authority, personally appeared PAUL J. REARDON, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purposes therein expressed.

DATED this 26th day of April, 1996.


NOTARY PUBLIC

My Commission Expires: _____



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V, 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.

Bob Sheldon 04-26-96
ROBERT SHELTON
(Registered Agent)
Dated: 04-26-96

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96 JUN 27 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA