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June 17, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

400001878764
-06/28/96--01017--012
*****70.00 *****70.00

Dear Sirs:

Please record the Articles of Incorporation of
LUISE, COLLIER & ASSOCIATES, P.A. as attached and return the
verification of the recorded articles to :

JOHN M. COLLIER
22341 SW 66th AVE #1210
BOCA RATON, FL 33428

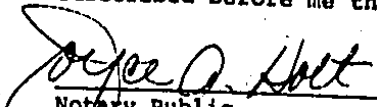
Attached is my check # 2498 for \$70.00 for the recording
fee.

Very Truly Yours,



JOHN M. COLLIER

Subscribed before me this 25th day of June, 1996.


Notary Public

 JOYCE A. HOLT
COMMISSION # CC 440590
EXPIRES MAR 30, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

44
62896

ARTICLES OF INCORPORATION
OF
LUISE, COLLIER & ASSOCIATES, P.A.

The undersigned; for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME & PRINCIPAL ADDRESS

The name of the corporation is
LUISE, COLLIER & ASSOCIATES, P.A.
The initial address is 22341 SW 66th AVENUE #1210
BOCA RATON, FL 33428

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
NATURE & PURPOSE

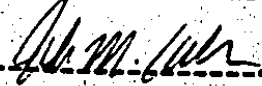
The nature of this corporation is to provide Accounting Services.
The corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the STATE OF FLORIDA.

ARTICLE FOUR
CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is 1000, all which shall be common shares with 1.00 par value.

ARTICLE FIVE
REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be 22348 SW 66th AVENUE #1210 BOCA RATON FL 33428 and the name of the initial registered agent at such address is JOHN M. COLLIER
I do hereby accept the position of REGISTERED AGENT.



JOHN M. COLLIER
Registered Agent

ARTICLE SIX
PRE-EMPTIVE RIGHTS

The shareholders shall have Pre-emptive Rights.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE FLORIDA

**ARTICLE SEVEN
DIRECTORS**

7.01 The Board of Directors of the corporation shall consist of at least one member.

7.02 The name and address of the initial Director of the Board:

NAME	ADDRESS	TITLE
GLENN R. LUISI	104 PRESTWOOD LANE MOORESVILLE, NC 28115	PRESIDENT
JOHN M. COLLIER	22341 SW 66th AVE #1210 BOCA RATON, FL 33428	VICE-PRES
LINDA A. COLLIER	22341 SW 66th AVE #1210 BOCA RATON, FL 33428	SECR/TRES

**ARTICLE EIGHT
INCORPORATOR**

The name and address of the incorporator is:

NAME	ADDRESS
JOHN M. COLLIER	22341 SW 66th AVE #1210 BOCA RATON, FL 33428

IN WITNESS WHEREOF, I have subscribed my name this day of _____, 1996

John M. Collier

JOHN M. COLLIER
Incorporator

STATE OF FLORIDA :
 : SS
COUNTY OF :

On this _____ day of _____, 1996, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JOHN M. COLLIER known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand official seal.

Joyce A. Holt

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:

NOTARY PUBLIC
STATE OF FLORIDA
JOYCE A. HOLT
COMMISSION # CC 449590
EXPIRES MAR 30, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.