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1301 HAYN STREET

800-442-8086



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 009349 79811A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 3, 1996

ORDER TIME : 11:13 AM

ORDER NO. : 009349

CUSTOMER NO: 79811A

CUSTOMER: Don Zimmerman, Esq
DON F. ZIMMERMAN, ESQ

900001883879
-07/03/96--01090--004
*****122.50 *****122.50

Suite A
2123 Northeast Coachman Road
Clearwater, FL 34625-2616

DOMESTIC FILING

NAME: RIGHT WAY ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

RECEIVED
CS JUL -3 PM 12:14
DIVISION OF CORPORATION

FILED
96 JUL -3 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-3-96
KR

DON F. ZIMMERMAN

ATTORNEY AT LAW

2123 N.E. Coachman Road, Suite A

P.O. Box 5379

Clearwater, Florida 34625

(813) 443-5773

FAX: (813) 441-2394
July 1, 1996

FILED

96 JUL -3 PM 2:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: RIGHT WAY ASSOCIATES, INC.

Gentlemen:

Enclosed are two original Articles of Incorporation for the above-named corporation, along with two original Certificates Designating Place of Business or Domicile for the Service of Process Within Florida, Naming Agent Upon Whom Process May Be Served, for this corporation.

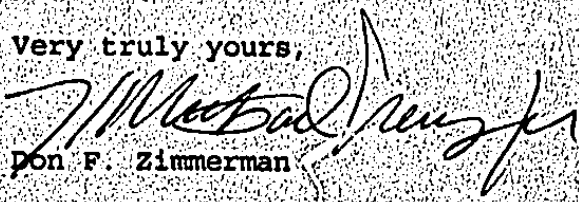
Also, enclosed is our check in the amount of \$122.50, representing the following fees with respect to this corporation:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	\$ 35.00

TOTAL	<u>\$122.50</u>
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Please file the original of the enclosed Articles of Incorporation and return a certified copy to our office.

Very truly yours,


Don F. Zimmerman

DFZ:li

Enclosures

cc: Mr. Nashaat M. Ql-Qouqa

**ARTICLES OF INCORPORATION
OF
RIGHT WAY ASSOCIATES, INC.**

FILED
96 JUL -3 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE 1: NAME:

The name of this Corporation is: RIGHT WAY ASSOCIATES, INC.

ARTICLE 2: DURATION:

The term of existence of the Corporation is perpetual.

ARTICLE 3: PURPOSE:

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE 4: CAPITAL STOCK:

This Corporation is authorized to issue One Thousand (1000) shares of common stock, having a par value of One Dollar (\$1.00) per share.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT:

A. Principal Place of Business: The principal place of business and/or mailing address of this Corporation is 5118 E. Chilkoot Avenue, Tampa, Florida 33617 and its registered office address is 5118 E. Chilkoot Avenue, Tampa, Florida 33617.

B. Registered Agent: The name of the initial registered agent of this Corporation at that address is NASHAAT M. AL-QOUQA.

ARTICLE 6: INCORPORATOR:

The name and post office address of the sole incorporator is:

NASHAAT M. AL-QOUQA

5118 E. Chilkoot Avenue
Tampa, FL 33617

ARTICLE 7: INITIAL BOARD OF DIRECTORS:

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Name

Address

NASHAAT M. AL-QOUQA

5118 E. Chilkoot Avenue
Tampa, FL 33617

ARTICLE 8: INDEMNIFICATION:

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

ARTICLE 9: AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, 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 1st day of July, 1996.

BY: Nashaat M. Al-Qouqa
NASHAAT M. AL-QOUQA
Incorporator

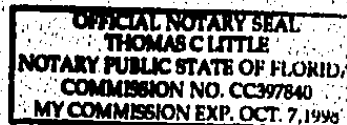
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1st day of July, 1996, by NASHAAT M. AL-QOUQA, as incorporator of RIGHT WAY ASSOCIATES, INC., a Florida corporation to be formed, who is personally known to me, or who has produced a valid Florida State Driver's License as identification.

Thomas C. Little
Signature

Thomas C. Little
Print or Type Name of Notary
Notary Public-State of Florida
My Commission Expires:

(S.S.A.L)



CERTIFICATE
Designating Place of Business or Domicile
for the
Service of Process Within Florida,
Naming Agent Upon Whom Process May be Served

In compliance with Section 48.091, Florida Statutes, the following is submitted with respect to this corporation's replacement Registered Agent:

That RIGHT WAY ASSOCIATES, INC., desiring to organize or qualify under the laws of the State of Florida, with its place of business at 5118 E. Chilkoot Avenue, City of Tampa, State of Florida, has named NASHAAT M. AL-QOUQA, located at 5118 E. Chilkoot Avenue, City of Tampa, State of Florida, as its agent to accept service of process within Florida.

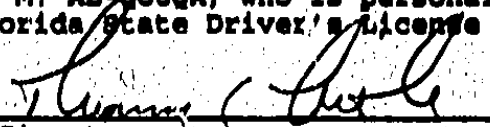
Signature: M. Al-Qouqa
Title: Incorporator
Date: July 1st, 1996

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at the place designated in this Certificate, 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.

Signature: M. Al-Qouqa
Registered Agent
Date: July 1st, 1996

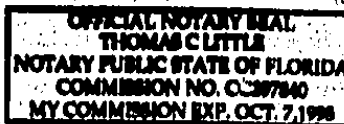
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me
this 1st day of July, 1996 by NASHAAT M. AL-DOUQA, who is personally
known to me, or who has produced a Florida State Driver's License as
identification.


Signature

Thomas C. Little
Print or Type Name of Notary
Notary Public-State of Florida
My Commission Expires:

(SEAL)



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA