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GEORGE J. BECK, CPA, JD  
5770 Roosevelt Blvd. - Suite 201  
CLEARWATER, FLORIDA 34620

Tel (813) 523 8745

Fax (813) 524 1372

September 4, 1996

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
TALLAHASSEE, Florida 32399

Re: Cert. of Incorp. "Flare Professionals, Inc.,

Greetings:

Enclosed are Articles of Incorporation for the above-captioned corporation for filing with your office.

Also enclosed is my check in the amount of \$ 78.75 to cover the fees for filing and certification.

Thank-you for your assistance.

Sincerely,

  
GEORGE J. BECK

Encl.

called - Need principal office

Dmp  
9-10-96

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-09/10/96--01079--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SECTION OF STATE  
TALLAHASSEE, FLORIDA

96 SEP -9 AM 10:05

FILED

ARTICLES OF INCORPORATION  
OF  
FLARE PROFESSIONALS, INC.

FILED  
96 SEP -9 AM 10:05  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of this corporation is FLARE PROFESSIONALS, INC.  
5770 Roosevelt Blvd, Suite 201  
Clearwater, Florida 34620

ARTICLE II - PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock with a par value of ten dollars (\$ 10) per share.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is GEORGE J. BECK, and the street address of the initial registered office of this corporation is 5770 Roosevelt Boulevard, Suite 201, Clearwater, Florida, 34620.

ARTICLE V - DIRECTORS

This corporation shall have initially one director. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is GEORGE J. BECK, 5770 Roosevelt Boulevard, Suite 201, Clearwater, Florida, 34620.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this corporation is GEORGE J. BECK, 5770 Roosevelt Boulevard, Suite 201, Clearwater, Florida, 34620.

ARTICLE VII - TERM OF EXISTENCE

This corporation will have perpetual existence, commencing upon the filing of these articles.


ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law, either now or hereafter.

ARTICLE IX - AMENDMENT

These articles may be amended in the manner provided by law. Each and every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of September, 1996.



GEORGE J. BECK, Incorporator

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation



GEORGE J. BECK, Registered Agent

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GEORGE J. BECK, CPA  
5400 Park Street North - Suite PH-9  
PETERSBURG, FLORIDA 33709  
Tel & Fax (813) 506-0600

October 11, 1996

FLORIDA DEPT OF STATE  
Division of Corporations  
P O Box 6327  
TALLAHASSEE, FLORIDA 32314

Re: Flare Professionals, Inc.

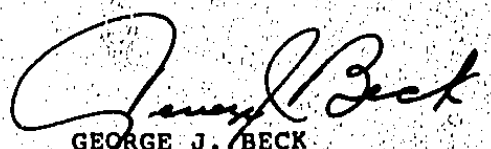
Greetings:

Please be advised that the above-captioned corporation whose Articles of Incorporation were filed on September 9, 1996, and assigned document number P. 960 000 753 23, has changed its corporate mailing address. The new address is:

Flare Professionals, Inc.  
c/o George J. Beck  
5400 Park Street North (PH-9)  
ST. PETERSBURG, FLORIDA 33709

RG-10

Sincerely,



GEORGE J. BECK  
President, Flare Professionals, Inc.