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TRANSMITTAL LETTER

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

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-03713796--01002--032
*****70.00 *****70.00

SUBJECT: EQUITY RELATIONS, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$_____.

FROM:

Richard A. Sorenson
Name
2758 Sandwell Dr.
Address
Winter Park, FL., 32792
City, State, & Zip
(407) 657-0588
Telephone Number

FILED
95 SEP 12 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 SEP 12 PM 3:30
DIVISION OF CORPORATIONS

Note: Additional copy of articles is needed only when certified copy is requested.

SEP 12 1996

will wait

ARTICLES OF INCORPORATION

OE

EQUITY RELATIONS, INC

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

EQUITY RELATIONS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2758 Sandwell Dr.

Winter Park, FL., 32792

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Richard A. Sorenson

2758 Sandwell Dr.

Winter Park, FL., 32792

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CLERK OF STATE
TALLAHASSEE, FLORIDA

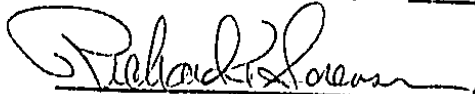
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Richard A. Sorenson
2758 Sandwell Dr.
Winter Park, FL., 32792

The undersigned has(have) executed these Articles of Incorporation this

12th day of September, 19 96.

 / President
Signature/Title

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: EQUITY RELATIONS, INC.
Richard A. Sorenson

2. The name and address of the registered agent and office is:

Richard A. Sorenson
(NAME)
2758 Sandwell Dr.
(P.O. BOX NOT ACCEPTABLE)
Winter Park, FL., 32792
(CITY/STATE/ZIP)


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FLORIDA

SIGNATURE 
(corporate officer)

TITLE President

DATE September 12, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

SIGNATURE 

DATE September 12, 1996