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MICHAEL J. BRUTZ

ATTORNEY AT LAW

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September 12, 1996

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*****70.00 *****70.00

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

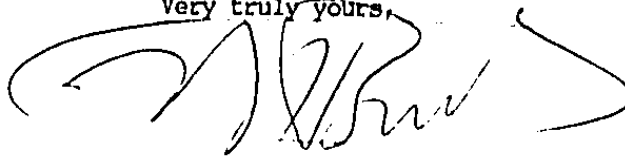
RE: Articles of Incorporation

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation, along with my check in the amount of \$70.00 to cover the costs of filing the same.

If you have any questions, please do not hesitate to contact this office.

Very truly yours,



Michael J. Brutz

MJB/cah

Enclosure

SEP 18 1996

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FILE
FLORIDA

ARTICLES OF INCORPORATION OF
ACCA CORP.

ARTICLE I
Name

The name of this Corporation is ACCA CORP.

ARTICLE II
Duration

The Corporation shall have a perpetual existence.

ARTICLE III
Purpose

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Capital Stock

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
Initial Registered Office and Agent

The initial registered office and principal business address of this Corporation shall be 413 2nd Avenue, Melbourne Beach, FL 32951, and the initial registered agent of this Corporation at such office shall be Vincent J. Accardi, Jr. who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI
Initial Board of Directors


The Initial Board of Directors shall consist of one (1) member. The number of Directors may be increased or decreased from time to time, by vote of the stockholders, but in no case shall the number of Directors be less than one (1) nor more than two (2). The name and address of the Director constituting the Initial Board of Directors is:

NAME	ADDRESS
Vincent J. Accardi, Jr.	413 2nd Avenue Melbourne Beach, FL 32951

ARTICLE VII
Incorporator

The name and street address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
Vincent J. Accardi, Jr.	413 2nd Avenue Melbourne Beach, FL 32951


VINCENT J. ACCARDI, JR.

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation for ACCA CORP. were acknowledged before me this 11 day of September, 1996 by Vincnet J. Accardi, Jr., as Incorporator.


Notary Public


My Commission expires:



MICHAEL J. BRUTZ
My Commission CG305259
Expires Feb. 23, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ACCA CORP.,
Vincent J. Accardi, Jr., agrees to act in this capacity and agrees
to comply with the provisions of Section 48.091, relative to
keeping open such office.


Vincent J. Accardi, Jr.,
413 2nd Avenue
Melbourne Beach, FL 32951

Dated: 9-11-96

FILED
65 SEP 16 PM 3:41
STATE
TALLAHASSEE, FLORIDA