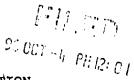
MIAMI, FL City/State LOCAL REPRE	PORATE INDUSTRIES, IN equestor's Name AVENUE SUITE: 16 Address 33174 (305)552-59 E/Zip Phone # SENTATIVE TALLAHASSE	73 GLIDLILI 1 SISS 1 26 -10/04/70501047025 ****122.50 ****122.50 Office Use Only			
CORPORATION	NAME(S) & DOCUMENT	NUMBER(S), (if known):			
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3(Cor	poration Name)	(Document #)			
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	Trademark				
	Other				

Examiner's Initials

OCT - 4 1996



ARTICLES OF INCORPORATION

THOMAS BOOTH & ASSOCIATES, INC.

I, the undersigned, hereby set forth these articles for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights privileges, and immunities of corporation for profit.

Article One

The name of the corporation shall be:

THOMAS BOOTH & ASSOCIATES, INC.

Article Two

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article Three

The maximum number of shares of stock with \$1 par value that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares.

Article Four

The amount of capital with which this corporation will begin business will be not less than Five Hundred (\$500) dollars.

Article Five

This corporation is to have perpetual existence.

Article Six

The principle office of this corporation shall be at 240 Galen Drive, #112, Key Biscayne, Florida, 33149 and the initial Resident Agent at such address is John T. Welch.

Article Seven

The number of Directors shall be not less than one.

Article Eight

The name and post office address of the first Director, who, subject to the provisions of the Articles of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successor is elected and has qualified, is:

NAME

ADDRESS

John T. Welch

240 Galen Drive, #112 Key Biscayne, FL 33149

Article Nine

The name and post office address of the Subscriber to the stock and the number of shares that he/she agrees to take, is as follows, to-wit:

NAME	ADDRESS	OFFICE	<u>SHARES</u>
John T. Welch	240 Galen Dr. #112 Key Biscayne, FL 33149	President/ Treasurer	250
Nancy Dixon- Welch	240 Galen Dr. #112 Key Biscayne, FL 33149	Vice-President/ Secretary	250

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

Article Ten

The corporation shall have the further right and power to:

From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of Stockholders; and no Stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the Stockholders or Board of Directors.

The corporation may in it's by-laws confer powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both Stockholders and Directors shall have power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in this manner now or hereafter prescribed by statute, and all right conferred upon Stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set my hand and seal this that day of October 19 96.

John T, Welch, President

... CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT THOMAS BOOTH & ASSOCIATES, INC. (NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS AT:

	CITY OF	KEY BISCAYNE	
	CMAME OF	ET OR TRA	18 98 T
	STATE OF _	FLORIDA	
	HAS NAMED	JOIN T. WELCH	
		(REGISTERED AGENT)	358
	LOCATED AT	240 GALEN DRIVE,	and the second second
		240 GALEN DRIVE, KEY BISCAYNE, FL (STREET ADDRESS)	33149
		(SIREEI ADDRESS)	DE.
	CITY OF	KEY BISCAYNE	
	STATE OF F	LORIDA, AS IT'S AGE	ENT ACCEPT
	SERVICE OF	PROCESS WITHIN FLO	ORIDA.
	SIGNATURE:	() Ship	Will
	TITLE:	PRESIDENT	
	DATE:	10/2/96	
		′ ′	
HAVING BEEN NAMED STATED CORPORATION, I HEREBY AGREE TO A COMPLY WITH THE PROVAND COMPLETE PERFORM	AT THE PLA ACT IN THIS VISIONS OF A	CE DESIGNATED IN T CAPACITY, AND I ALL STATUTES RELATI	THIS CERTIFICATE, FURTHER AGREE TO
	SIGNATURE:	(REGISTERED AGENT)	Well_
	DATE:	10/2/	96