

J. KEVIN DRAKE, P.A.
ATTORNEYS AT LAW

J. KEVIN DRAKE
JOSHUA E. REYNOLDS

1943 MAIN STREET
SUITE 204
SARASOTA, FLORIDA 34236
PHONE (941) 554-7760
FAX (941) 551-1600

P9600086308

October 17, 1996

Via Overnight

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****122.50 ****122.50

Secretary of State
State of Florida
Corporation Department
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Amoco Investments, Inc.

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation for the above-referenced corporation, fully executed, for filing with the Florida Secretary of State.

I have enclosed a check made payable to the Florida Secretary of State in the amount of \$122.50 for the cost of filing said Articles. Please forward a certified copy of the Articles to the undersigned.

Thank you for your assistance and please do not hesitate to call me if you have any questions.

Very truly yours,

[Signature]
J. KEVIN DRAKE

JKD/tlp
Encls.

FILED
96 OCT 18 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Signature] 10/18

FILED
96 OCT 18 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
AMECHE INVESTMENTS, INC.

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

EFFECTIVE DATE
10-16-96

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name and principal office of this Corporation are:

AMECHE INVESTMENTS, INC.
5252 South Tamiami Trail
Sarasota, Florida 34231

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue TEN THOUSAND (10,000) shares of common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5252 South Tamiami Trail, Sarasota, Florida 34231, and the name of the initial registered agent of this Corporation at that address is J. KEVIN DRAKE.

ARTICLE V - PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO BOARD OF DIRECTORS

This Corporation shall have Three (3) directors initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATOR

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

TONY ALLLEVA
Address:
5252 South Tamiami Trail
Sarasota, Florida 34231

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

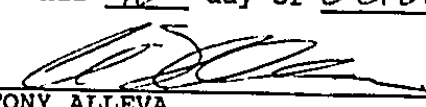
ARTICLE IX - DURATION

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of October, 1996.



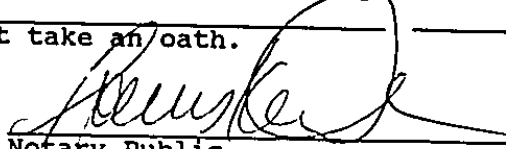
TONY ALLEVA
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 16th day of October, 1996, by J. KEVIN DRAKE, who is personally known to me or who produced _____ as identification and who did not take an oath.



J KEVIN DRAKE
My Commission CC811985
Expires Mar. 02, 2000



Notary Public

Print Name: J. Kevin Drake

My Commission expires: _____

[SEAL]

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That AMECHE INVESTMENTS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Sarasota, County of Sarasota, State of Florida, has named J. KEVIN DRAKE, located at 1343 Main Street. Suite 204, Sarasota, Florida 34236, County of Sarasota, State of Florida, as its agent to accept service of process within this state.

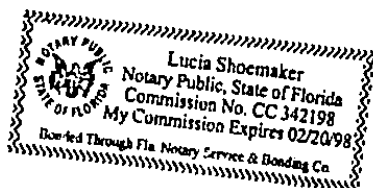
ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

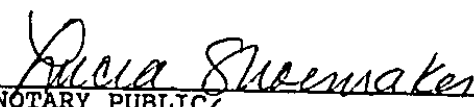
Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


J. KEVIN DRAKE
Resident Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 10 day of Oct, 1996, by J. KEVIN DRAKE, who is personally known to me or who produced _____ as identification and who did not take an oath.




NOTARY PUBLIC

Print Name: Lucia Shoemaker
My Commission expires:

[SEAL]

FILED
96 OCT 18 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA