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EMPIRE CORPORATE KIT

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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: GOODE & ASSOCIATES, INC.

AUDIT NUMBER.....H96000015722

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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PAGES..... 3

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 7, 1996

EMPIRE CORP KIT COMPANY

MIAMI, FL

SUBJECT: GOODE & ASSOCIATES, INC.
REF: W96000023707

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Terri Buckley
Corporate Specialist

FAX Aud. #: H96000015722
Letter Number: 196A00051148

H96000015722

③

**ARTICLES OF INCORPORATION
OF
SCOTT GOODE & ASSOCIATES, 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

SCOTT GOODE & ASSOCIATES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
3115 SOUTH MALIBU AVE
TAMPA, FLORIDA 33629

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the by-laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are:

SCOTT F. GOODE
3115 SOUTH MALIBU AVE
TAMPA, FLORIDA 33629

ARTICLE V INCORPORATOR

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

SCOTT F. GOODE
3115 SOUTH MALIBU AVE
TAMPA, FLORIDA 33629

These Articles of Incorporation Prepared By:
Richard W. Dean, P.A.
6363 N.W. 6 Way Suite 210
Ft. Lauderdale, FL 33309
(954) 776-1001
Florida Bar Number 362263

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ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name(s) and address of the initial registered agent is:

SCOTT F. GOODE
3118 SOUTH MALIBU AVE
TAMPA, FLORIDA 33629

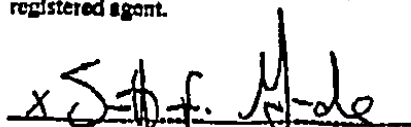
The undersigned has (have) executed these Articles of Incorporation this date: **NOVEMBER 11, 1996****SCOTT F. GOODE, Incorporator****CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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: **SCOTT GOODE & ASSOCIATES, INC.**
2. The name and address of the registered agent and office is: **SCOTT F. GOODE**
3118 SOUTH MALIBU AVE
TAMPA, FLORIDA 33629

SIGNATURE**TITLE:**
PRESIDENT**DATE: NOVEMBER 11, 1996**

Having been named Registered Agent 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.


Registered Agent**NOVEMBER 11, 1996**
Date

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