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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: LECOMPTE & STEPHENSON, P.A.
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NAME: BALLENGER & DEWITT, INC.
AUDIT NUMBER.....H96000016556
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
BALLENGER & DeWITT, INC.

ARTICLE I - NAME

The name of the corporation shall be Ballenger & DeWitt, Inc. (hereinafter, the "Corporation" or the "Company").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the Company shall be 3798 18th Avenue North, St. Petersburg, Florida 33713.

ARTICLE III - CAPITAL STOCK

The authorized capital stock of the Company shall be 100,000 Common shares having a par value of \$.01 per share.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company shall be 3798 18th Avenue North, St. Petersburg, Florida 33713, and the name of the initial registered agent of the Company located at that address shall be Eric Ballenger.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is Eric Ballenger, 3798 18th Avenue North, St. Petersburg, Florida 33713.

ARTICLE VI - BOARD OF DIRECTORS

The initial board of directors of the Corporation shall consist of three directors whose names and addresses are as follows:

Eric Ballenger
3798 18th Avenue North
St. Petersburg, Florida 33713

Barry DeWitt
3798 18th Avenue North
St. Petersburg, Florida 33713

The number of directors shall be as provided in the bylaws of the Corporation, but shall not be less than one.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation on November 22, 1996.


ERIC BALLENGER

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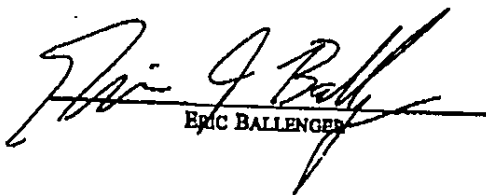
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**ACCEPTANCE BY REGISTERED AGENT
DESIGNATED IN ARTICLES**

Pursuant to the provisions of Section 607.0501(3), *Florida Statutes*, the undersigned, having a business office identical with the registered office of the corporation named above, and having been named as registered agent of, and to accept service of process for, that corporation, hereby states that he is familiar with, and hereby accepts, the obligations of his position as registered agent.

Dated: November 22, 1996


ERIC BALLENGER

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