

PA7000006793

January 13, 1997

Michael K Schramm
2430 Shadowlawn # 11
Naples, FL 34112

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-01/17/97--01093--018
*****72.50 *****72.50

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Subject: Incorporation for Profit
Section 607.0120

Attached are the Articles of Incorporation for FLORIDA
FUND MANAGEMENT, Inc., to be recorded by the State of
Florida. Please return a copy of these articles to
Michael K Schramm, 2430 Shadowlawn, # 11 Naples, FL 34112.
Attached is Check #2306 for Seventy Two dollars and
fifty cents for the filing and registration fees.

Questions relative to the corporation may be directed to
Michael K Schramm, 941-775-7100 or mail to the address
indicated.

Thank you,

Michael K Schramm

Incls:

Articles of Incorporation
Check #2306

STATE
TALLAHASSEE, FLORIDA

97 JAN 17 PM 3:20

FILED

EFFECTIVE DATE

1-15-97

PA 1/23/97

FILED

ARTICLES OF INCORPORATION
OF
FLORIDA FUND MANAGEMENT, INC.

97 JAN 17 PM 3:20

CLERK OF COURT
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation for profit under the provisions of Chapter 607.0202, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on Corporations pursuant to the provisions thereof, and do hereby make, subscribe, certify, and acknowledge and file these Articles of Incorporation.

ARTICLE I - CORPORATE NAME

EFFECTIVE DATE

1-15-97

The name of this corporation is:

FLORIDA FUND MANAGEMENT, INC.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual, and shall be deemed to have commenced its existence on January 15, 1997.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Aggregate number of shares which the corporation has authority to issue is One Hundred (100) all of which shall be common shares with a par value of \$ 1.00. The consideration for the issuance of

shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor of services actually performed for the corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 2430 Shadowlawn Suite 11, Naples, Florida, 34112 and the name of the initial registered agent is William Erickson, 500 Fifth Avenue # 524, Naples, FL 34102.

ARTICLE VI - DIRECTORS

The corporation shall be authorized to conduct business with one (1) or more directors; however, the maximum number of directors at any time shall not exceed ten (10) in number, and the beginning number of directors shall be two (2) in number, which number may be changed at any special or general meeting of the stockholders. The names and addresses of the first board of directors is:

NAME	ADDRESS
Michael K Schramm	2430 Shadowlawn Su # 11, Naples, FL 34112
Claudia Schramm	2430 Shadowlawn Su # 11, Naples, FL 34112

ARTICLE VII - INCORPORATORS

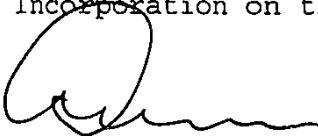
The name and address of the Incorporator is:

Michael K Schramm	2430 Shadowlawn Su # 11, Naples, FL 34112
Claudia Schramm	2430 Shadowlawn Su # 11, Naples, FL 34112


ARTICLE VIII - BYLAWS

The bylaws of the corporation are to be made, altered, or rescinded by a majority vote of the stockholders of the corporation at either an annual or special meeting that may be called pursuant to the bylaws of the corporation. At any such meeting, for the purpose of making, altering, or rescinding by laws, there must be approval of such action by fifty-one (51%) percent of the stock holders of the corporation.

In witness whereof, we have executed the foregoing Article of Incorporation on the 13th day of January, 1997.



Michael K Schramm



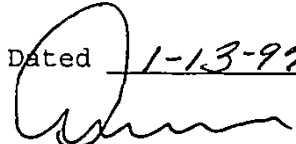
Claudia Schramm

APPOINTMENT OF INITIAL REGISTERED AGENT

FLORIDA FUND MANAGEMENT, INC., a corporation organizing under the laws of the State of Florida, with its principal place of business at 2430 Shadowlawn Dr, # 11, Naples, FL 34112, has named William Erickson, 500 Fifth Avenue, # 524, Naples, FL 34102, it's initial registered agent to accept service of process within the State of Florida.


Dated

1-13-97


Michael K Schramm

ACCEPTANCE



I agree, as Initial Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as is required by law.


William Erickson
Registered Agent

STATE OF FLORIDA
COUNTY OF COLLIER

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Michael K Schramm and Claudia Schramm to me known to be the persons described as Incorporators of and who executed the foregoing Articles of Incorporation and acknowledged that they executed the same for the purposes therein contained.

WITNESS MY HAND and Official Seal in the County and State last aforesaid the 13TH day of *JANUARY*, 1997.


 WILLIAM C. ERICKSON
COMMISSION # CC 338730
EXPIRES DEC 28, 1997
Atlantic Bonding Co., Inc
800-732-2245