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January 16, 1997

Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

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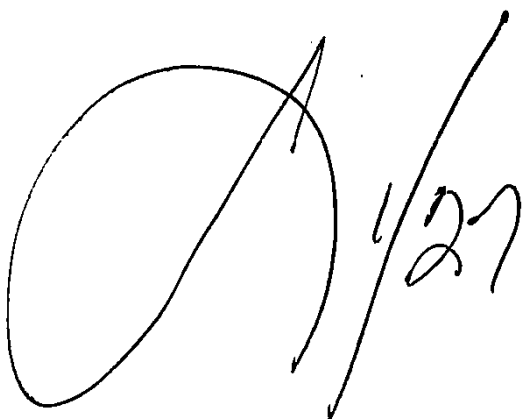
Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of
Cooke & Shorter Inc.

Also find enclosed a check made payable to the Secretary of State in the amount of
\$ 70.00 which includes the statutory filing fee. Your assistance in establishing
the corporation to be known as Cooke & Shorter Inc. is appreciated.

Respectfully,


Gregory S. Shorter


1/27

FILED
97 JAN 21 AM 8:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

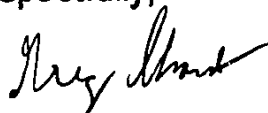
January 16, 1997

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Dear Secretary of State:

Please stamp the second copy with the filing date and
return in the prepaid Federal Express Envelope.

Respectfully,

A handwritten signature in cursive script, appearing to read "Greg Shorter", written in dark ink.

Gregory S. Shorter

ARTICLES OF INCORPORATION
FOR

Cooke & Shorter Inc..

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator does hereby incorporate a corporation under the provision of Chapter 607, Florida Statutes for the transaction of business with and under the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be and is Cooke & Shorter Inc. located at 5906 Iona Ave., Orlando, Fl. 32835.

ARTICLE II

The duration of the corporation shall be and is perpetual, and the date and time of the commencement of the corporation's existence shall be and is January 16, 1997.

ARTICLE III

The general purposes for which the corporation is initially organized are as follows:

- A. Remodeling and refurbishing of buildings.
- B. Painting of buildings both exterior and interior.
- C. To transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

- A. The aggregate number of shares which the corporation shall have authority to issue is 10000, all of which shall be of one and the same class and each of which shall be of \$0.00 par value.
- B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.
- C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in

the event of such increases the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V

The street address of the corporation's initial registered office is 5906 Iona Ave. Orlando, FL 32835. The name of the corporation's initial registered agent at that address is Gregory S. Shorter.

ARTICLE VI

There shall be two (3) Directors and Officers constituting the initial Board of Directors of the corporation. The names and addresses of the persons who are to serve as members of the initial Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>	
Gregory S. Shorter	5906 Iona Ave. Orlando, FL 32835	President/
Patrick M. Cooke	1847 Citrus Chase Dr. Orlando, FL 32836	Vice President Sec/Treas.
Michael Gordon	3936 S. Semoran Blvd #1607 Orlando, FL 32822	Vice President

ARTICLE VII

The name and address of the incorporator of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gregory S. Shorter	5906 Iona Avenue Orlando, FL 32835

ARTICLE VIII

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-laws. In addition such

By-laws may include, by unanimous decision of all shareholders, any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of the shareholders, or in the event of the death of any of its shareholders.

ARTICLE IX

AMENDMENT

These Articles of incorporation may be amended in the manner provided by law.

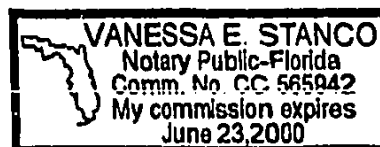
WITNESS WHEREOF, the undersigned incorporator has hereunto executed the presents this 16 day of January 16, 1997.

SIGNATURE: Gregory S. Shorter I accept designation as
Gregory S. Shorter registered agent for said
corporation.

STATE OF FLORIDA,
COUNTY OF ORANGE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 16,
DAY OF January, 1996 BY GREGORY S. SHORTER, WHO IS
PERSONALLY KNOWN TO ME AND DID NOT TAKE AN OATH.

Vanessa E. Stanco
Vanessa E. Stanco



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

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

THAT, Cooke & Sharer Inc.

DESIRING TO ORGANIZE TO QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS IN ORANGE COUNTY AT THE CITY OF ORLANDO, STATE OF FLORIDA HAS NAMED GREGORY S. SHORTER, LOCATED AT 5906 IONA AVE, CITY OF ORLANDO, STATE OF FLORIDA AS IT'S REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Greg S. Shorter
GREGORY S. SHORTER

DATE

1-16-97

97 JAN 21 AM 8:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED