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THE UNITED STATES
CORPORATION
COMPANY

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ACCOUNT NO. : 072100000039 CORPORATION

REFERENCE : 237968 10472A

AUTHORIZATION :

Patricia P. [signature]

COST LIMIT : \$ 70.00

ORDER DATE : January 27, 1997

ORDER TIME : 2:52 PM

ORDER NO. : 237968-005

CUSTOMER NO: 10472A

500002069715--2

CUSTOMER: Leonard Barrow, Jr., Esq
LEONARD BARROW, JR., ESQ

2418 Colonial Drive

Melbourne, FL 32901

DOMESTIC FILING

NAME: PARKER & ARBUCKLE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

SECRET
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
PARKER & ARBUCKLE, INC.**

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SECRET
TALLAHASSEE, FLORIDA

The undersigned incorporators, having legal capacity to contract, hereby form a corporation for profit under Chapter 607 of the laws of the State of Florida.

ARTICLE I -- NAME

The name of the corporation shall be:

PARKER & ARBUCKLE, INC.

The address of the principal office of this corporation shall be: 25 5th Avenue, Indialantic, FL 32903, and the mailing address shall be the same.

ARTICLE II -- NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, territory or nation.

ARTICLE III -- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV -- REGISTERED OFFICE & AGENT

The street address of the initial registered office of the corporation shall be: 25 5th Avenue, Indialantic, FL 32903, and the name of the initial registered agent of the corporation at that address is KENNETH ARBUCKLE.

The principal address shall be the same.

ARTICLE V -- TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI – PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII – SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. Seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII – DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

KENNETH ARBUCKLE	301 Shannon Avenue
Director	Melbourne Beach, FL 32951

JOAN E. PARKER	417 Magnolia Avenue
Director	Melbourne Beach, FL 32951

ARTICLE IX – OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are

KENNETH ARBUCKLE	301 Shannon Avenue
President/Treasurer	Melbourne Beach, FL 32951

JOAN E. PARKER	417 Magnolia Avenue
Vice President/Secretary	Melbourne Beach, FL 32951

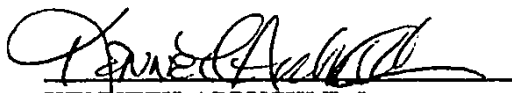
ARTICLE X -- INCORPORATORS


The names and street addresses of the incorporators to these Articles of Incorporation:

KENNETH ARBUCKLE 301 Shannon Avenue
Melbourne Beach, FL 32951

JOAN E. PARKER 417 Magnolia Avenue
Melbourne Beach, FL 32951

IN WITNESS WHEREOF, the undersigned incorporators, directors, and registered agent has executed these Articles of Incorporation this 22nd day of January, 1997.

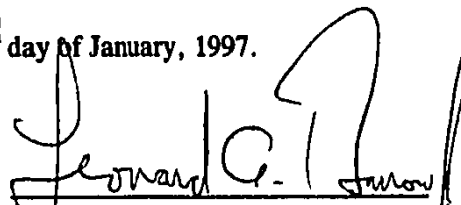

KENNETH ARBUCKLE, Incorporator,
Director, and Registered Agent


JOAN E. PARKER, Incorporator,
and Director

STATE OF FLORIDA:
COUNTY OF FLORIDA:

I hereby certify that KENNETH ARBUCKLE (FL D.L.# A612-501-55-365-P), and JOAN E. PARKER (FL D.L.# P626-486-45-910-0), each of whom produced the identification indicated, personally appeared before me this day and acknowledged due execution of the foregoing instrument.

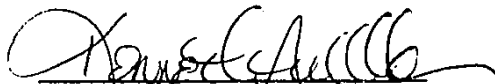
WITNESS my hand and seal this 22nd day of January, 1997.


Notary Public--State of Florida

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

I, KENNETH ARBUCKLE, having been named as Registered Agent, do hereby agree to accept service of process for *Parker & Arbuckle, Inc.*, a Florida corporation organized under the laws of the State of Florida, authorized to transact business in this state, at: 25 5th Avenue, Indialantic, Florida 32903, designated as the Registered Office for said corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent under Section 607.0505, Florida Statutes.

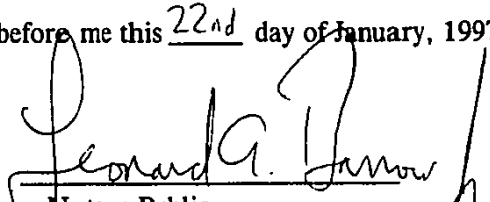
DATED this 22nd day of January, 1997.

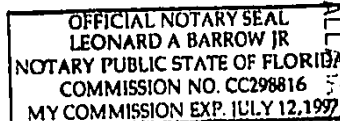

KENNETH ARBUCKLE

STATE OF FLORIDA:
COUNTY OF BREVARD:

KENNETH ARBUCKLE personally appeared before me this day who produced a FL D. L. # A612-501-55-365-0 as identification, and who acknowledged that he executed the foregoing *Acceptance Of Registered Agent* as his free act and choice.

SWORN TO AND SUBSCRIBED before me this 22nd day of January, 1997.


Notary Public



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TALLAHASSEE, FLORIDA