

JAMES SCHWARTZ

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January 30, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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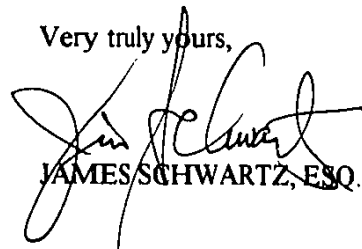
Re: Filing New Corporation

Dear Sirs:

Enclosed please find a check in the amount of \$125.00 for filing the attached Articles of Corporation:

Milestone Enterprises, Inc.

Very truly yours,


JAMES SCHWARTZ, ESQ.



FILED
97 FEB -5 AM 8:55
CLERK OF COURT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Milestone Enterprises, Inc.

FILED
97 FEB - 5 AM 8:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

Milestone Enterprises, Inc.

The principal place of business of this Corporation shall be 11640 No. Dale Mabry, Tampa, Florida 33618.

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, country, 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 7,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be 11640 No. Dale Mabry, Tampa, Florida 33618, and the name of the initial registered agent of the Corporation at that address is Stuart Glasser who accepts the designation by his signature below.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This Corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated by the Bylaws.

ARTICLE VIII. INCORPORATORS

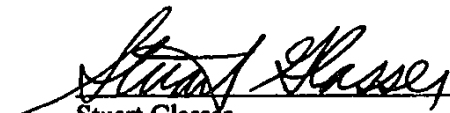
The name and street address of the incorporator to these Articles of Incorporation is:

Stuart Glasser
11640 No. Dale Mabry
Tampa, FL 33618

ARTICLE IX

The name of the initial registered agent of the Corporation is Stuart Glasser, who accepts the designation by his signature below. The address of the registered agent is 11640 No. Dale Mabry, Tampa, Florida 33618

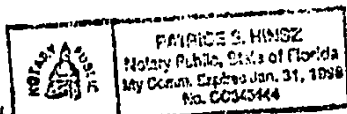
IN WITNESS WHEREOF, the undersigned authorized agent, , has hereunto set his hand and seal on this 31 day of January 1997.


Stuart Glasser

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 31st day of January 1997, by Stuart Glasser who is personally known to me or who has produced Florida Driver's Licenses as identification and who did take an oath.

Commission # _____
My Commission Expires: _____




NOTARY PUBLIC

FILED
97 FEB -5 AM 8:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA