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MARC A. TENNEY
ATTORNEY AT LAW

5999 Central Avenue, Suite 200
St. Petersburg, FL 33710

Tel. 813-321-5370
FAX 813-323-6044

January 3, 1997

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

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In re: Incorporation of THE MARTIN GROUP, INC.

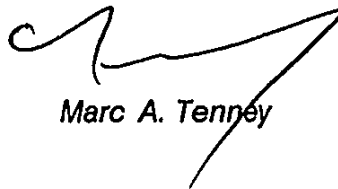
Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation and Certificate of Acceptance of Resident Agent, along with a check in the amount of \$122.50 for the appropriate filing fee in regard the above-styled corporation.

After examination, if the same meets with your approval, please file and return a certified copy of the Articles of Incorporation to the undersigned attorney.

Thank you for your cooperation and assistance in this matter.

Very truly yours,



Marc A. Tenney

MAT/pmk
Enclosures

FILED
97 FEB 21 AM 7:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 2/24/97
w97-886

MARC A. TENNEY

ATTORNEY AT LAW

5999 Central Avenue, Suite 200
St. Petersburg, FL 33710

Tel. 813-321-5370
FAX 813-323-6044

February 18, 1997

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

*Attention: NEYSA CULLIGAN
Document Specialist*

In re: Incorporation of THE MARTIN GROUP, INC.

Dear Ms. Culligan:

Enclosed please find original and one copy of Articles of Incorporation and Certificate of Acceptance of Resident Agent along with a copy of your correspondence dated 1/14/97, regarding the above-styled corporation.

After examination, if the same meets with your approval, please file and return a certified copy of the Articles of Incorporation to the undersigned attorney.

Thank you for your cooperation and assistance in this matter.

Very truly yours,



Marc A. Tenney

MAT/pmk
Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 14, 1997

MARC A. TENNEY, ESQ.
5999 CENTRAL AVE.
SUITE 200
ST. PETERSBURG, FL 33710

SUBJECT: THE MARTIN GROUP, INC.
Ref. Number: W9700000886

We have received your document for THE MARTIN GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 697A00001828

ARTICLES OF INCORPORATION
OF
THE J. MARTIN GROUP, INC.

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME

The name of the Corporation is: **THE J. MARTIN GROUP, INC.**

ARTICLE TWO: DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE: PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR: 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 One Dollar (\$1.00).

ARTICLE FIVE: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 5999 Central Avenue, Suite 200, St. Petersburg, FL 33710 and the name of the initial registered agent at such address is MARC A. TENNEY.

ARTICLE SIX: DIRECTORS

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors.

ARTICLE SEVEN: INCORPORATOR

The name and address of the incorporator

IN WITNESS WHEREOF, I have subscribed my name this 18 day
of February, 1997.

James E. Martin
JAMES E. MARTIN, Incorporator

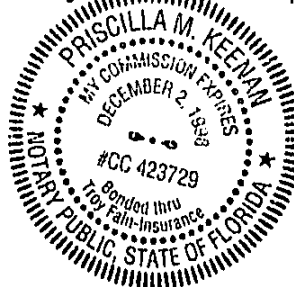
STATE OF FLORIDA)
COUNTY OF PINELLAS)

On this 18 day of February, 1997, before me, a notary public,
the undersigned officer, personally appeared JAMES E. MARTIN, who is personally
known OR who has provided Florida Driver Licenses for identification, has
acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal on the date
mentioned above.

Priscilla M. Keenan
NOTARY PUBLIC

My commission expires:



**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate Designating Place of Business of Domicile for the Service of Process
Within this State, Naming Agent Upon Whom Process may be Served and Names and
Addresses of the Officers and Directors.

The following is submitted, in compliance with Florida Statutes regarding
Incorporation:

THE J. MARTIN GROUP, INC., a Corporation organized (or organizing) under
the laws of the State of Florida, with its principal office at 5999 Central Avenue, Suite
200, St. Petersburg, FL 33710, and has named MARC A. TENNEY as its agent to
accept service of process within this State.

OFFICERS:

JAMES E. MARTIN	President/Secretary/Treasurer 6630 - 22nd Way South St. Petersburg, FL 33712
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DIRECTORS:

The business of the Corporation shall be managed by the shareholders of the
Corporation rather than by a Board of Directors.


JAMES E. MARTIN, Incorporator

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open
during prescribed hours; to post my name (and any other officers of said Corporation
authorized to accept service of process at the above Florida designated address) in
some conspicuous place in the office as required by law.


MARC A. TENNEY, Resident Agent