

Frazer
Hubbard
& Brandt
& Trask

Attorneys At Law

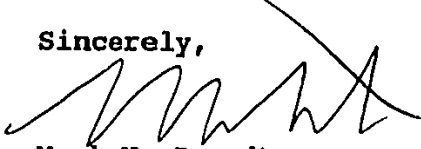
February 17, 1997

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

Gentlemen:

Enclosed are two original executed Articles of Incorporation for Share the Wealth, Inc. and a check for filing fees in the amount of \$122.50. Please file the articles as soon as possible and return one certified copy to my attention.

Sincerely,


Mark W. Brandt
cm

Enclosures

cc: Charlie Harris

200002092822--0
-02/20/97--01016--009
****122.50 ****122.50

97 FEB 20 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHN P. FRAZER
JOHN G. HUBBARD
MARK W. BRANDT
THOMAS J. TRASK

OK
2/25/97

ARTICLES OF INCORPORATION
OF
SHARE THE WEALTH, INC.

FILED
97 FEB 20 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Share the Wealth, Inc. The initial street address for this corporation shall be 706 N. Greenwood Avenue, Clearwater, Florida 34615. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general purpose of this corporation is for real estate investment and for all other lawful uses and purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 per value common stock.

ARTICLE V - DIRECTORS

The corporation shall have three Directors initially. The number of Directors may be increased from time to time according to Bylaws adopted by the stockholders.

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/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without

Frazer
Hubbard
& Brandt
& Trask

Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

issuance of fractional shares) at the price at which it is offered to other, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 706 N. Greenwood Ave., Clearwater, Florida 34615, and the name of the registered agent of this corporation at that address is Charlie Harris.

ARTICLE VIII - INCORPORATORS

The names and addresses of the person signing these articles of incorporation are:

Charlie Harris	1417 Pinebrook Dr.
	Clearwater, FL 34615

ARTICLE IX - AMENDMENT OF ARTICLES AND BYLAWS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by thirty-three and one-third percent (33-1/3%) of the shares of this corporation.

Special meetings of Directors may be called by a majority of the Directors.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition or liquidation.

ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIV - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporation actions from which shareholders are entitled to dissent under the Florida Business Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

ARTICLE XV - SHAREHOLDERS' MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XVI - POWERS

This corporation shall have all of the corporation powers enumerated in the Florida Business Corporation Act.

ARTICLE XVII - MEETINGS BY CONFERENCE TELEPHONE

Directors may participate in special meetings by conference telephone as provided by law.

ARTICLE XVIII - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

ARTICLE XIX - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by laws.

ARTICLE XX - TAX ELECTIONS

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law, including but not limited to:

1. Qualified pension or profit-sharing plan;

**Frazer
Hubbard
& Brandt
& Trask**

Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, Fl. 34698

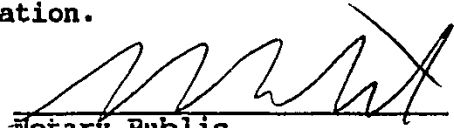
2. Election as a subchapter-S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement, whether qualified or not;
5. Corporation medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 4th day of February, 1997.


Charlie Harris

STATE OF FLORIDA
COUNTY OF PINELLAS

4th The foregoing instrument was acknowledged before me this 4th day of February, 1997, by Charlie Harris, who is personally known to me or who has produced _____ as identification.


Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
MARK W BRANDT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC34340
MY COMMISSION EXP. FEB. 24, 1998

Frazer
Hubbard
& Brandt
& Trask

Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

FILED

CERTIFICATE

97 FEB 20 AM 10:59

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED: **Share the Wealth, Inc.** desiring to
organize or qualify under the laws of the State of Florida,
with the principal place of business at 706 N. Greenwood
Avenue in the City of Clearwater, Florida 34615, has named
Charlie Harris as its resident agent to accept service of
process within Florida.

Signature: Charlie Harris
Title: RESIDENT
Date: 2/4/97

ACCEPTANCE BY AGENT

Having been named to accept service of process for the
above-stated corporation, at the place designated in the
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Signature: Charlie Harris
Date: 2/4/97

**Frazer
Hubbard
& Brandt
& Trask**

Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698