

ARMAND POWERS, LINSEY & PILLER, INC.

4021 North Armenia Avenue

Second Floor

Tampa, Florida 33607

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February 24, 1997

Ms. Sharon Tala
SECRETARY OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

*effective
2-20-97*

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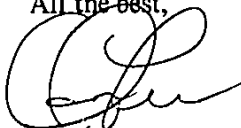
Dear Sharon:

Per our conversation of last week, please find enclosed the necessary documents for a new corporation: ARMAND POWERS, LINSEY & PILLER, INC. in Tampa, Florida.

If you would please call me once you have filed this at 800-879-0242 and ask for Dennis Piller or my secretary Alpha, I would very much appreciate it.

Thank you for your assistance and in advance for your extra help and effort.

All the best,


Dennis L. Piller

DLP/air

*BT
2/25*

**ARTICLES OF INCORPORATION
OF
ARMAND POWERS, LINSEY & PILLER, INC.**

The undersigned incorporator subscribes to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: ARMAND POWERS, LINSEY & PILLER, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence and shall commence existence on February 20, 1997, the date these Articles are subscribed.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of business consulting, sales, executive recruiting, and for purposes of transacting any and all lawful business.

ARTICLE IV - CAPITOL STOCK

The common stock of this corporation shall be Ten Thousand (10,000) shares at no par value and 100 shares of preferred stock at a par value of One Hundred Dollars (\$100.00) each share.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of the outstanding common shares.

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 (as nearly as may be done without issuance or fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is;
ARMAND POWERS, LINSEY & PILLER, INC.
4021 North Armenia Avenue, Second Floor
Tampa, Florida 33607
and the name of the initial registered agent of this corporation at that address is:
Adell Piller
8845 West Millpoint Road
Riverview, Florida 33569

ARTICLE XIII - BOARD OF DIRECTORS

This corporation shall now have one (1) director. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the director of this corporation is: Adell Piller, 8845 West Millpoint Road, Riverview, Florida 33569.

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ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles and amendments is:

Adell Piller
8845 West Millpoint Road
Riverview, Florida 33569

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE XI - RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation according to the by-laws are in the amount set opposite his/her name.

1000 shares Adell Piller

ARTICLE XII - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of candidates.

ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special meeting of shareholders may be called by any stockholder holding 100 or more shares.

ARTICLE XIV - SHAREHOLDER QUORUM AND VOTING

Two thirds (66%) percent 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 present, the affirmative vote of fifty (50%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise or other enterprise without the affirmative majority vote of the stockholders

ARTICLE XVI - DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation are not required to be residents of the State of Florida. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVII - DIRECTOR QUORUM AND VOTING

One of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of all of the directors present, or, if a directors have abstained, the remaining director(s) shall constitute a quorum.

ARTICLE XVIII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XIX - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law

ARTICLE XXI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, (with all amendments having been voted on and adopted by all shareholders on February 20, 1997), the undersigned subscriber has executed these Amendments to the Articles of Incorporation this 20th day of February, 1997.

Adell G. Pillar



STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

Before me personally appeared Adell G. Pillar, known to me to be the person described in and who executed the foregoing Amendments to the Articles of Incorporation and acknowledged to me and before me that they executed said document for the purposes therein expressed

WITNESS my hand and official this 20 day of February, 1997.

Robyn M. Pillar
Notary Public, State of Florida at Large

My Commission expires: Identification provided DL. He did / did not take an oath.

Acceptance by registered agent:

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Adell G. Pillar
Adell Pillar

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