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Certified Paralegal

February 26, 1997

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

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*****70.00 *****70.00

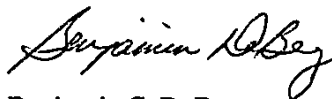
SUBJECT: Advantage Brokers, Incorporated

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the articles of incorporation, the certificate of designation of registered agent/registered office, and our firm's check in the amount of \$70.00 for the filing fee.

Thank you for your time and attention to this matter.

Sincerely,



Benjamin G. DeBerg

BGD/aed
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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02/31/97

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I; NAME

The name of the corporation shall be:

Advantage Brokers, Incorporated

ARTICLE II; PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

501 South Falkenburg Road, Suite E-9
Tampa, Florida 33619

ARTICLE III; INITIAL REGISTERED AGENT AND STREET ADDRESS

Benjamin G. DeBerg
9075 Seminole Boulevard, Suite C
Seminole, Florida 33772

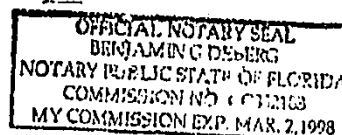
ARTICLE IV; INCORPORATOR

Dana Reed, President

The undersigned incorporator has executed these Articles of Incorporation this 25 day of February, 1997.

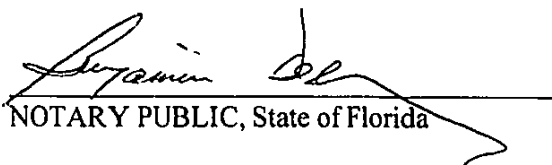
Dana Reed

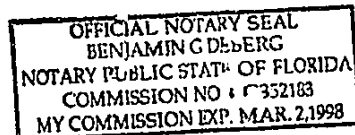
STATE OF Florida
COUNTY OF Pinellas



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The foregoing instrument was acknowledged before this 25 day of February, 1997, by Dana Reed who is personally known to me or who has produced _____ as identification and who did take an oath.


NOTARY PUBLIC, State of Florida



My commission expires:

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

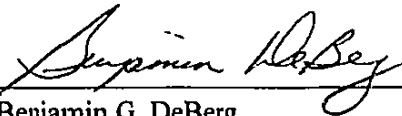
1. The name of the corporation is:

Advantage Brokers, Incorporated

2. The name and address of the registered agent and office is:

Benjamin G. DeBerg
9075 Seminole Boulevard, Suite C
Seminole, Florida 33772

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am further with and accept the obligations of my position as registered agent.



Benjamin G. DeBerg

2/25/97

Date

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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314