

P97000025328
KURTZ ACCOUNTING SERVICE, INC.

13205 U.S. HIGHWAY ONE
SUITE 500
JUNO BEACH, FL 33408-2242

Telephone (561) 627-1236
(800) 900-3501
Fax (561) 627-2652
EMail Jack_Kurtz@msn.com

Secretary of State
Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, FL 32314

To Whom it May Concern;

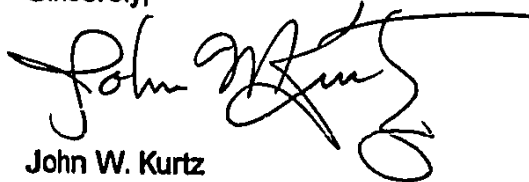
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****122.50 ****122.50

Please see the enclosed 2 original copies of the Articles of
Incorporation for : **MARLEEN JOHNSTON AND ASSOCIATES, INC.**

Also enclosed is our check in the amount of \$122.50 to cover the charges
of Incorporation of said company.

If there are any questions regarding this application, please call at the
number listed above.

Sincerely,


John W. Kurtz

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 17 PM 3:43

encl:

3/20/97

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 17 PM 3:43

ARTICLES OF INCORPORATION

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation of liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I, NAME

The name of the corporation shall be:

MARLEEN JOHNSTON AND ASSOCIATES, INC.

ARTICLE II, NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) Shares of Common Stock of One Dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than One Hundred Dollars (\$100.00).

ARTICLE V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the state of the principal office of the corporation shall be:

**7096 DEER POINT LANE
WEST PALM BEACH, FL 33411-5714**

The board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This Corporation shall have One Director initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders but shall never be less than one. The name and address of the initial Director is:

Marleen Johnston
7096 Deer Point Lane
West Palm Beach, FL 33411-5714

ARTICLE VIII, INCORPORATOR

The name and address of the Incorporator is :

Marleen Johnston
7096 Deer Point Lane
West Palm Beach, FL 33411-5714

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X , AMENDMENTS

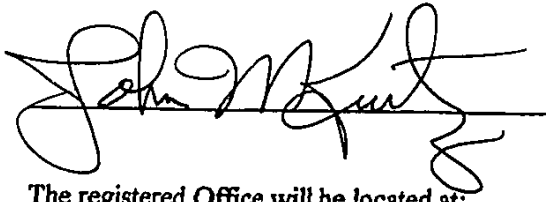
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI, SUB-CHAPTER S CORPORATION

This Corporation may become a Sub-Chapter S Corporation as defined by the Federal Internal Revenue Code.

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent, **JOHN W. KURTZ** located at **13205 U.S. Highway One, Suite 500, Juno Beach, Fl. 33408-2242** accepts this position as signed below:

A handwritten signature in cursive script, appearing to read "John W. Kurtz", is written over a horizontal line.

The registered Office will be located at:

**13205 U.S. Highway One, Suite 500
Juno Beach, Fl 33408-2242**

In Witness Whereof, the undersigned, as subscribing incorporator, have hereinto set my hand and seal this 12th day of March, 1997 for the purpose of forming this Corporation under the laws of Florida and hereby make and file in the office of The Secretary of State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.

Marleen Johnston
Incorporator

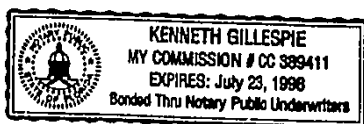
FILED
SECRETARY OF STATE
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State of Florida, County of Palm Beach

Sworn to and subscribed before me

this 12th day of March 1997 by Marleen Johnston

Who is personally known to me



Kenneth Gillespie
Notary Public