

PA7000028136

March 18, 1997

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

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Dear Sirs:

Please find enclosed for filing the Articles of Incorporation and Designation and Acceptance of Registered Agent for Florida First Enterprise Group, Inc and an appropriate filing fee. Also please find enclose filing fees in the following amount:

Corporation filing fee	\$35.00
Registered Agent Designation	35.00
Certified Copy	<u>52.50</u>
Total	\$122.50

Please return the certified copy of the documents to the following address at 240 Crescent Lake Court, Lakeland, Florida 33813. Should you have any questions, please feel free to contact me at (941)534-6436 .

Respectfully,


Mary E. Harlan

FILED
97 MAR 24 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K.R. MAR 28 1997

ARTICLES OF INCORPORATION OF
FLORIDA FIRST ENTERPRISE GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is FLORIDA FIRST ENTERPRISE GROUP, INC.

ARTICLE TWO
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of consulting and advising governments and businesses of all kinds; to assist in the development of any type of business in any region of the state of Florida, the United States of America and internationally; and to have any and all powers to carry out the purposes set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.
2. To transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one hundred. Such shares shall be of a single class, and shall have a par value of one dollar per share (\$1.00). All issues stock shall be held of record by not more than ten persons. Stock will be issues and transferred only to (1) natural persons, (2) estates, or (3) a trust as described in title 26 United States Code Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a nonresident alien.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 240 Crescent Lake Court, Lakeland, Florida 33813 and the name of its initial registered agent at such address, is Mary E. Harlan, Esq.

ARTICLE SIX DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two. The names and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Brett B. Wattles President	2105 S.E. 32d Street Ocala, Florida 34471
James C. Brantley Secretary-Treasurer	1138 Cephia Street Lake Wales, Florida 33853

ARTICLE SEVEN INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS
Brett B. Wattles	2105 S.E. 32d Street Ocala, Florida 34471
James C. Brantley	1138 Cephia Street Lake Wales, Florida 33853

ARTICLE EIGHT AMENDMENT TO ARTICLES OF INCORPORATION

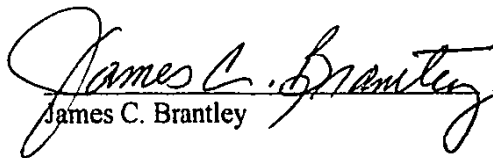
The corporation reserves the right to amend, add to, or repeal any provision contained in these articles of incorporation in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

Executed by the undersigned at Bartow and Ocala, Florida on February 25th and February 21st, 1997.

In witness we, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this corporation have executed the Articles of Incorporation this 25th and 21st days of February, 1997.



Brett B. Wattles



James C. Brantley

The State of Florida
County of Marion

I hereby certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgements, personally appeared BRETT B. WATTLES known to me to be the person described in and who executed the foregoing instrument and acknowledged before me that he/she executed the same.

Witness my hand and official seal in the above-mentioned county and state this 21 day of February, 1997.

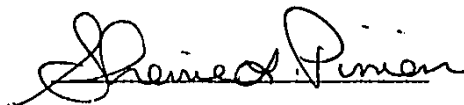


My Commission expires on _____, 1997

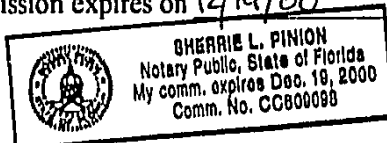
The State of Florida
County of Polk

I hereby certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgements, personally appeared JAMES C. BRANTLEY known to me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

Witness my hand and official seal in the above-mentioned county and state this 25th day of February, 1997.



My Commission expires on 12/19/00, 1997



To: The Department of State
Tallahassee, Florida 32304

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97 MAR 24 AM 8:38
TALLAHASSEE, FLORIDA

CERTIFICATE 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 607.325 of the Florida General Corporation Act, the following is submitted:

Florida First Enterprise Group, Inc. with its place of business at 1138 Cephia Street, Lake Wales, Florida 33853, has named Mary E. Harlan, Esq., located at 240 Crescent Lake Court, City of Lakeland, State of Florida, as its agent to accept service of process within Florida.

Dated _____, 1997

B. Brett Wattles *Brett B. Wattles Pres*
President, Florida First Enterprise Group,
Inc.

Having been named to accept service of process for the above-stated corporation, at the place designated in this 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, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Mary E. Harlan
Dated July 22, 1997

Mary E. Harlan
Registered Agent