

L. C R E G G M C K I N N E Y, E S Q.
ATTORNEY & COUNSELOR AT LAW

3333 HENDERSON BOULEVARD
SUITE 150, FLORIDA CENTRAL CREDIT UNION
TAMPA, FLORIDA 33609-2938
(813) 877-4357
FAX (813) 875-2013

3023 EASTLAND BOULEVARD
BLDG. H • SUITE 109 • NORTHWOOD PLAZA
CLEARWATER, FLORIDA 34621
(813) 725-9375
FAX (813) 725-9566

P 97000029079

REPLY TO CLEARWATER OFFICE:

March 25, 1997

900002126839--7
-03/28/97--01058--008
****122.50 ****122.50

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

Re: Preferred Resource, Incorporated

Dear Sir or Madam:

Enclosed please find the original Articles Of Incorporation and a copy thereof for the above-referenced business concern, together with our firm's check for the \$122.50 filing fee for the same. Please file the subject Articles Of Incorporation, and send the stamped copy and your letter of confirmation back to us once the same is filed.

If you have any questions in these matters, please do not hesitate to call the undersigned attorney. Thank you for your assistance herein.

Sincerely,


L. Gregg McKinney,

Encl

LCM/pb

FILED
DIVISION OF STATE
CORPORATIONS
97 MAR 28 AM 11:43

g 4/1/97

**ARTICLES OF INCORPORATION
OF
PREFERRED RESOURCE, INCORPORATED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 29 AM 11:43

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

Article I. NAME

The name of the corporation shall be: PREFERRED RESOURCE, INCORPORATED.

The address of the principal office and place of business of this corporation shall be 4113 Seton Circle, Palm Harbor, Florida 34683, and the mailing address shall be the same.

Article II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock.

Article IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4113 Seton Circle, Palm Harbor, Florida 34683, and the name of the initial registered agent of the corporation at that address is Scott Wintrip.

Article V. TERM OF EXISTENCE

This corporation is to exist perpetually.

Article VI. OFFICERS

This corporation shall have a President, Vice-President and Secretary, initially, whose names and addresses are:

President & Secretary	-	Scott Wintrip, 4113 Seton Circle, Palm Harbor, Florida 34683
Vice President	-	Kathleen Wintrip, 4113 Seton Circle Palm Harbor, Florida 34683

Article VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of

Directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have two directors, initially, whose names and addresses are:

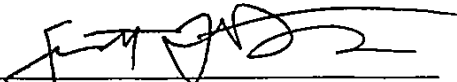
Scott Wintrip - 4113 Seton Circle, Palm Harbor, Florida 34683

Kathleen Wintrip - 4113 Seton Circle, Palm Harbor, Florida 34683

Article VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Scott Wintrip, 4113 Seton Circle, Palm Harbor, Florida 34683.

IN WITNESS WHEREOF, the undersigned Incorporator has set his hand and seal on this 25th day of March, 1997.


SCOTT WINTRIP, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATION
IN ARTICLES OF INCORPORATION


SCOTT WINTRIP, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Chapter 607, Florida Statutes.


SCOTT WINTRIP

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, this day personally appeared SCOTT WINTRIP, who, first being duly sworn deposes and states that he is the above-named Incorporator and Registered Agent and that he executed the foregoing for the purposes therein expressed. Affiant is personally known to me.

Dated this 25th day of March, 1997.


NOTARY PUBLIC, State of Florida
Name Printed:
My Commission Expires



PATSY S BROWN
My Commission CC551208
Expires Apr. 29, 2000