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MACFARLANE FERGUSON

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4/15/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: MACFARLANE AUSLEY II (CLEARWATER)
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NAME: J.P.M.P. PROPERTIES, INC.

AUDIT NUMBER.....H97000006123

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

DNC
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JPMP PROPERTIES, INC.

FILED
97 APR 15 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is: JPMP PROPERTIES, INC.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 7,500 shares at One (\$1.00) Dollar par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

Prep. By: J. Paul Raymond, Esq.
P. O. Box 1669
Clearwater, FL 34617
(813) 441-8966
Fla. Bar No. 169268

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Principal Office and Registered Agent

The street address of the principal office of this corporation is 400 Cleveland Street, Suite 800, Clearwater, FL 34615, and the name of the initial registered agent of this corporation at that address is J. Paul Raymond.

ARTICLE VI

Initial Board of Directors and Officers

This corporation shall have three (3) director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Mark S. Klein	2040 N.E. Coachman Road Clearwater, FL 34625	President/Director
J. Paul Raymond	400 Cleveland St., #800 Clearwater, FL 34615	Secretary/Director
John Vath	105 S. Bayview Blvd. Oldsmar, FL 34677	Director

ARTICLE VII

Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
J. Paul Raymond	400 Cleveland St., #800 Clearwater, FL 34615

ARTICLE VIII

By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX

Shareholder Quorum and Voting

Fifty-one (51%) 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-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XI

Indemnification

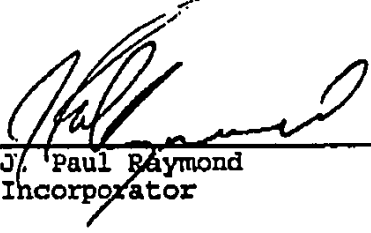
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Amendment

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of April, 1997.


J. Paul Raymond
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, J. PAUL RAYMOND, to me personally known to be the individual described in and who executed the foregoing instrument or who has produced N/A as identification and who did take an oath and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 15th day of April, 1997.

Kathy R. Tokos
Print Name
Notary Public
My Commission Expires



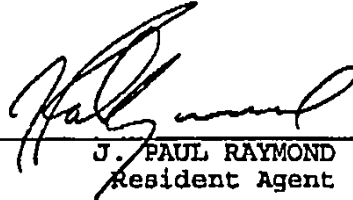
**CERTIFICATE DESIGNATING PLACE OF RESIDENCE
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That JPMP PROPERTIES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Clearwater, County of Pinellas, State of Florida, has named J. PAUL RAYMOND located at 400 Cleveland Street, Suite 800, City of Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


J. PAUL RAYMOND
Resident Agent