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LAW OFFICES OF
TIMOTHY P. STICKNEY, Esq.

THE KEY EXECUTIVE BUILDING
104 CRANDON BOULEVARD
SUITE 309
KEY BISCAYNE, FL 33149

In reply, please refer to
File No. 97-114.L01

OFFICE (305)361-8059
FAX (305)361-8262

April 15, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32301

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-04/18/97--01044--014
*****122.50 *****122.50

Re: Filing of Articles of Incorporation for JOHN PAUL ROSSER &
ASSOCIATES, INC.

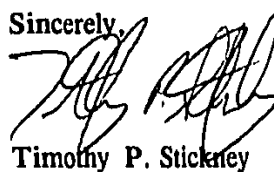
Dear Sir/Madam:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Registered agent fee	35.00
Certified copy	<u>52.50</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Your prompt attention to this matter will be appreciated.

Sincerely,



Timothy P. Stickney

Enclosures
TPS:bjs

FILED
97 APR 18 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bm4/21/97

FILED
97 APR 18 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JOHN PAUL ROSSER & ASSOCIATES, INC.

ARTICLE I - CORPORATE NAME

The name of this corporation is JOHN PAUL ROSSER & ASSOCIATES, INC.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock of one class only with a par value of TEN CENTS (\$0.10) per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE V - REGISTERED AGENT AND REGISTERED OFFICE ADDRESS
AND INITIAL PRINCIPAL BUSINESS OFFICE ADDRESS

The Registered Agent and address and the street address of the initial Principal Business Office of this corporation in the State of Florida shall be:

Timothy P. Stickney, Esq.
Registered Agent
104 Crandon Blvd., #309
Key Biscayne FL 33149

Initial Principal Business Office Address:

104 Crandon Blvd., #309
Key Biscayne FL 33149

The officers of this corporation may from time to time move the Principal Business Office to any other address in the State of Florida.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have no Board of Directors, but shall be operated and managed by a majority vote of the shareholders of this corporation.

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator are:

John Paul Rosser
104 Crandon Blvd., #309
Key Biscayne FL 33149

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of this corporation are:


President/Vice President/Secretary/Treasurer

John Paul Rosser
104 Crandon Blvd., #309
Key Biscayne FL 33149

ARTICLE IX - INDEMNIFICATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

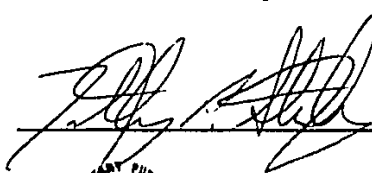
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 10th day of April, A.D. 1997.



John Paul Rosser, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a notary public, personally appeared John Paul Rosser to me well known or who produced a N/A as identification as the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 10th day of April, A.D. 1997.





TIMOTHY P. STICKNEY
My Commission CC443082
Expires Mar. 17, 1999
Bonded by HAI
800-422-1855

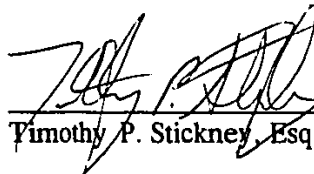
**ACCEPTANCE OF APPOINTMENT AND
AGREEMENT TO ACT AS REGISTERED AGENT FOR
JOHN PAUL ROSSER & ASSOCIATES, INC.**

I, Timothy P. Stickney, Esq., have been nominated to act in the capacity of REGISTERED AGENT, to the above-named Florida corporation, and to accept service of process and other legal process on behalf of the said corporation, and do agree to serve in that capacity until further notice is served upon the Secretary of State.

My address for which service can be effected is:

104 Crandon Blvd., #309
Key Biscayne FL 33149

Accepted this 11th day of April, A.D. 1997.



Timothy P. Stickney, Esq.

FILED
97 APR 18 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA