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April 21 1997

FILED
APR 28 AM 10:35
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporation
Tallahassee, FL 32201

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-04/28/97--01149--015
*****70.00 *****70.00

RE: BOB BUTERA, INC.

Gentlemen:

Enclosed are Articles of Incorporation for the above-named with a copy thereof, and designation of resident agent, with copy thereof, to be filed.

Also enclosed is my check #1588, in the amount of \$70.00.

Very truly yours,


W. DANIEL KEARNEY

WDK/ccr

BUTERA\SOS.409

P. O. BOX 1000000 APR 28 1997

ARTICLES OF INCORPORATION
OF
BOB BUTERA, INC.

The undersigned, Acting as incorporator of the corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this Corporation is:

BOB BUTERA, INC.

ARTICLE II

The purpose for which this Corporation is initially organized is for establishing and operating a management and consulting business and for the transaction of any and all lawful businesses for which a corporation may be incorporated under the laws of the State of Florida.

ARTICLE III

The Corporation shall have the authority to issue 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share. There shall be only one class of shares.

ARTICLE IV

The initial street address of the registered office of the Corporation in the State of Florida shall be 10400 S. Tamiami

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Trail, North Port, FL 34287, and the initial registered agent at such address shall be ROBERT D. BUTERA.

ARTICLE V

The Corporation shall have one (1) Director initially. The number of directors may be either increased or diminished from time to time by By-Laws, but shall never be less than the minimum number required by law. Directors need not be shareholders or residents of the State of Florida.

ARTICLE VI

The name and address of the principal place of business is:

ROBERT D. BUTERA	10400 S. Tamiami Trail
	North Port, FL 34287

ARTICLE VII

The name and address of the incorporator is:

ROBERT D. BUTERA	10400 S. Tamiami Trail
	North Port, FL 34287

ARTICLE VIII

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

By-Laws adopted by the Board of Directors or by the Shareholders may be repealed or changed, except that any By-Law adopted by the Shareholders shall not be altered, amended, or repealed by the Board of Directors, such power being reserved by the Shareholders.

ARTICLE IX

The 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 subscriber has executed these Articles of Incorporation on this 11 day of April, 1997.



ROBERT D. BUTERA

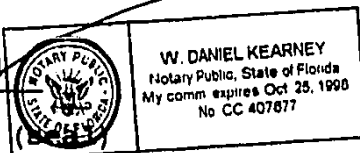
STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 11 day of April, 1997, by ROBERT D. BUTERA, who is the same person described in and subscribing the above Articles of Incorporation, and he acknowledged before me, according to law, that he executed the above Articles as his own free act and deed for the purposes and uses herein set forth and expressed.

SWORN TO AND SUBSCRIBED before me this 11 day of April, 1997.

NOTARY PUBLIC:

Sign: 
W. Daniel Kearney
State of Florida at Large
My Commission Expires:




Personally known to me OR PRODUCED identification

Type of identification Produced Personal.

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

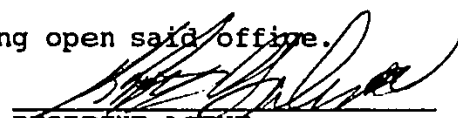
First---That BOB BUTERA, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Palmetto, County of Manatee, State of Florida, has named ROBERT D. BUTERA, located at 10400 S. Tamiami Trail, North Port, FL 34287, as its agent to accept service of process within said state.


SUBSCRIBER
ROBERT D. BUTERA

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ACCEPTANCE:

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


RESIDENT AGENT
ROBERT D. BUTERA

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