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May 16, 1997

FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee FL 32301

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-05/19/97--01057--010

***122.50 ***122.50

Re: ASSETS ACQUISITIONS, INC.

Dear Sir or Madam:

We are enclosing Articles of Incorporation for the subject corporation together with our firm check in the amount of \$122.50 to cover the following fees:

\$35.00 - Filing Fee
52.50 - One Certified Copy
35.00 - Registered Agent

Once the Articles have been filed, please return a certified copy of the Articles together with your letter of acknowledgement to me in the enclosed pre-addressed Federal Express envelope.

Please note that the there is an effective date of May 16, 1997.

If there is a problem with the enclosed filing, please contact me.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON,
STRICKLAND & WEINER, P.A.

April A. Haley
April A. Haley
Corporate Legal Assistant

EFFECTIVE DATE

5-16-97

u:\letters\letter.ld4

DAE 5/26

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 19 PM 3:01

EFFECTIVE DATE

5-16-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 19 PM 3:01

ARTICLES OF INCORPORATION OF
ASSETS ACQUISITIONS, INC.

Article I - Name

The name of this corporation is Assets Acquisitions, Inc.

Article II - Commencement

The corporation shall commence on May 16, 1997.

Article III - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock.

Article IV - Mailing Address and Principal Office

The mailing address of the corporation is 46 N. Washington Boulevard, #1, Sarasota, Florida 34236 and the principal office is 7142 Beneva Road, Sarasota, Florida 34238.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 46 N. Washington Boulevard, #1, Sarasota, Florida 34236 and the name of the initial registered agent of this corporation at that address is Charles H. Livingston.

Article VI - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is Charles H. Livingston, 46 N. Washington Boulevard, #1, Sarasota, Florida 34236.

Article VII - Incorporator

The name and address of the person signing these Articles is Charles H. Livingston, 46 N. Washington Boulevard, #1, Sarasota, Florida 34236.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of May, 1997.



CHARLES H. LIVINGSTON
Incorporator

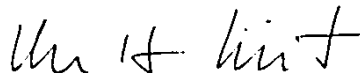
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 19 PM 3:02

**NOTICE OF APPOINTMENT OF REGISTERED AGENT,
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, CHARLES H. LIVINGSTON, having a street address of 46 N. Washington Boulevard, #1, Sarasota, Florida 34236, having been appointed by the directors of ASSETS ACQUISITIONS, INC., as registered agent, states as follows:

1. The corporation shall maintain an office at 46 N. Washington Boulevard, Suite 1, Sarasota, Florida 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. He accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.



CHARLES H. LIVINGSTON

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