

Lanese + Associates, Inc.

Business Consultants

997000048029

May 27, 1997

12944 Prestwick Drive

Riverview, FL 33569

813 671-4776

FAX 671-2607

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/29/97--01038--013
****122.50 ****122.50

RE: DOUGLAS C. BUCHAN & ASSOCIATES, INC.

To Whom It May Concern:

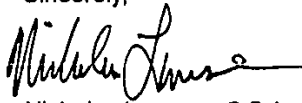
Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 for the filing fee.

Please return the certified copy to:

Lanese + Associates, Inc.
12944 Prestwick Drive
Riverview, FL 33569

Your assistance is greatly appreciated.

Sincerely,


Nicholas Lanese, C.P.A.

NL/jm
Enclosures

FILED
97 MAY 29 PM 4:19
TALLAHASSEE, FLORIDA
STATE

MAY 30 1997 BSB

ARTICLES OF INCORPORATION
FOR
DOUGLAS C. BUCHAN & ASSOCIATES, INC.

FILED
97 MAY 29 PM 4:19
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation shall be DOUGLAS C. BUCHAN & ASSOCIATES, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on acceptance of these articles.

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 One Thousand (2,000) shares of \$1.00 Par Value Stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which is already held, shall have the right to purchase his pro rate share thereof (as nearly as may be done without assurance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this Corporation is 1067 42nd Avenue N.E., St. Petersburg, FL and the name of the initial Registered Agent of this Corporation at that address is Douglas C. Buchan.

ARTICLE VIII - 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 by-laws, but shall never be less than one. The name and address of the initial Director of this Corporation are as follows:

Douglas C. Buchan
1067 42nd Avenue N.E.
St. Petersburg, FL 33703

IX - INCORPORATOR

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

Douglas C. Buchan
1067 42nd Avenue N.E.
St. Petersburg, FL 33703

ARTICLE X - AMENDMENT

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

ARTICLE XI - BY-LAWS

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

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent of the law.

ARTICLE XIII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is located at 1067 42nd Avenue N.E., St. Petersburg, FL 33703.

IN WITNESS WHEREOF, the undersigned have executed these
Articles of Incorporation on this 24 day of

May, 1997.



Director Signature

5/24/97

Date

FILED

97 MAY 29 PM 4:19

TALLAHASSEE, FLORIDA

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

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

First: DOUGLAS C. BUCHAN & ASSOCIATES, INC. desiring to organize as
indicated in the Articles of Incorporation in the City of St. Petersburg,
County of Pinellas, State of Florida, has named Douglas C. Buchan whose
business office is located at 1067 42nd Avenue N.E., St. Petersburg, FL
as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT

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 provision of said Act
relative to keeping open said office.


Registered Agent Signature Date 5/29/87