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LAW OFFICES OF
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Kelly C. Sturmthal, Esq.
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June 2, 1997

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

FILED
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TALLAHASSEE, FLORIDA

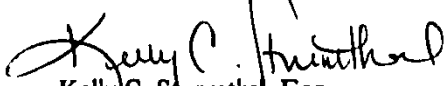
RE: R. Heaven & Associates, Inc.

Dear Division of Corporations:

Enclosed is an original and one (1) copy of the Articles of Incorporation, Registered Agent Designation and a check in the amount of Seventy (\$70.00). Thank you for your assistance with this filing.

Please forward any and all future correspondence to Ms. Carol Heaven at 2625 Ponce de Leon Blvd, Suite 200, Coral Gables, FL 33134. Her phone number is (305) 444-0120.

Sincerely,
Sturmthal & Associates


Kelly C. Sturmthal, Esq.

enc.
cc: Carol Heaven

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ARTICLES OF INCORPORATION
OF
R. Heaven & Associates, Inc.

ARTICLE I.

The name of the corporation is:

R. Heaven & Associates, Inc.

ARTICLE II.

The corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE III.

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV.

The corporation is authorized to issue One Hundred (100) shares of \$1.00 par value stock which shall be designated as Common Stock.

The corporation will issue initial shares to the following:

Carol Heaven	- 49 shares of Common Stock
Lonnie Robinson	- 51 shares of Common Stock

ARTICLE V.

The corporation's initial Registered Agent and Registered Office in the State of Florida is:

INITIAL REGISTERED AGENT: Alexandra Kelly

INITIAL REGISTERED OFFICE: 2625 Ponce de Leon, Suite 200
Coral Gables, FL 33134

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI.

The corporation's principle office and mailing address is:

PRINCIPLE OFFICE: 2625 Ponce de Leon, Suite 200
Coral Gables, FL 33134

MAILING ADDRESS: 2625 Ponce de Leon, Suite 200
Coral Gables, FL 33134

ARTICLE VII.

The number of Directors constituting the initial Board of Directors of the corporation is Two (2). The number of Directors may be either increased or decreased from time to time by amendment to the Bylaws, but shall never be less than the number of the initial Board of Directors.

The name and address of the initial Directors are:

NAME: Carol Heaven

ADDRESS: 2625 Ponce de Leon, Suite 200
Coral Gables, FL 33134

NAME: Lonnie Robinson

ADDRESS: 2625 Ponce de Leon, Suite 200
Coral Gables, FL 33134

ARTICLE VII.

The name and address of the incorporator executing these Articles of Incorporation is:

INCORPORATOR: Carol Heaven

ADDRESS: 2625 Ponce de Leon, Suite 200
Coral Gables, FL 33134

ARTICLE IX.

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than one hundred twenty (120) days following the issuance of the Certificate of Incorporation. Following the adoption of the bylaws by affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws. The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and Stockholders.

ARTICLE X.

The corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

ARTICLE XI.

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

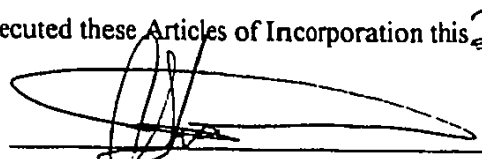
ARTICLE XII.

At each election of Directors, every Stockholder entitled to vote shall have the right to accumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII.

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

The undersigned incorporator has executed these Articles of Incorporation this 22 day of May, 1997.



INCORPORATOR, Carol Heaven

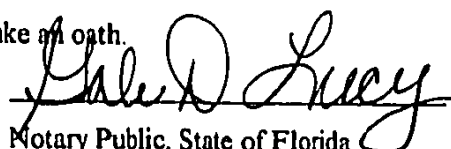
STATE OF FLORIDA)

) ss:

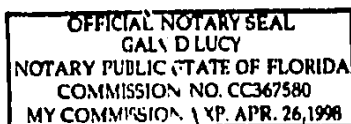
COUNTY OF DADE)

On this the 22nd day of May, 1997, before me, the undersigned Notary Public of the State of Florida personally appeared **Carol Heaven**, who ~~is personally known to me~~ ^{Produced a Florida's driver's license,} whose name is subscribed to the foregoing Articles of Incorporation, and she acknowledges that she executed it as her free act and deed for the purposes therein expressed and did take an oath.

My commission expires:



Notary Public, State of Florida
Name of Notary GALE D. LUCY
Commission No. _____



Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

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AS
CHASSE, FLORIDA

Irma J. Correa
Notary Public, State of Florida
Name of Notary Irma J. Correa
Commission No. 00514632

