

PUBLIC RESOURCES

P97000059190

June 23, 1997

Division of Corporations
New Filings Section
PO Box 6327
Tallahassee, FL 32314

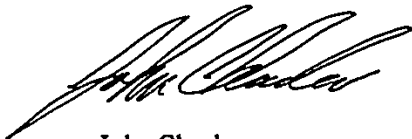
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To Whom It May Concern:

Enclosed please find the Articles of Incorporation for The Public Resources Company. It would be greatly appreciated if you would file these and return to us certification of the filing.

Enclosed please also find a check for \$ 122.50 to cover the various fees for this filing.

Thank you,



John Charles

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -7 AM 11:23

3816 West Linebaugh Avenue, Premier North Building Suite 204, Tampa, Florida 33624
telephone 813-963-7328 facsimile 813-264-4822

RP
7-8-97

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL -7 AM 11:23

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be:

THE PUBLIC RESOURCES COMPANY

The principal place of business of this corporation shall be:

3816 West Linebaugh Avenue, Suite 204
Tampa, Florida 33624

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

10,000,000 Common Shares
@ \$ 0.001 Par Value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS/DIRECTORS

The names and street addresses of the initial officers and directors who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, are:

James C. Wilkson
3401 West Leona Street
Tampa, Florida 33629

The Public Growth Company
3816 West Linebaugh Avenue, Suite 204
Tampa, Florida 33624

ARTICLE VI REGISTERED AGENT

The street address of the initial registered office of the corporation shall be and the name of the initial registered agent of the corporation at that address is The Public Growth Company, 3816 West Linebaugh Avenue, Suite 204, Tampa, Florida 33624.

ARTICLE VII INCORPORATORS


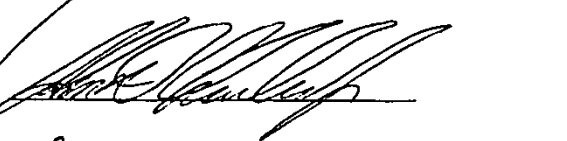
The names and street addresses of the incorporators to this article of incorporation are:

James C. Wilkson
3401 West Leona Street
Tampa, Florida 33629

The Public Growth Company
3816 West Linebaugh Avenue, Suite 204
Tampa, Florida 33624

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 3rd day of JULY, 1997.

Signatures of Incorporator

STATE OF Florida

COUNTY OF Hillsborough

THE FOREGOING instrument was acknowledged and sworn to before me this 03 day of

July, 1997.

by 
Notary Public

 Dan Fordham
MY COMMISSION # CC634174 EXPIRES
April 26, 2001
My Commission Expires BY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL -7 AM 11:23

Pursuant to the provisions of Section 607.325, 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.

1. The name of the corporation is:

THE PUBLIC RESOURCES COMPANY

2. The name and address of the registered agent and office is:

The Public Growth Company
3816 West Linebaugh Avenue, Suite 204
Tampa, Florida 33624

SIGNATURE 
(Corporate Officer)

TITLE SENIOR PARTNER

DATE 7/3/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 
(Registered Agent)

DATE 7/3/97