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COHEN & THURSTON, P.A.
1723 BLANDING BOULEVARD
SUITE 102
JACKSONVILLE, FLORIDA 32210

LANCE PAUL COHEN
JANET H. THURSTON

904/388-6500
FAX 904/387-4192

July 16, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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-07/18/97--01056--009
****122.50 ****122.50

Re: Shared Gain, Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of Articles of Incorporation for the above referenced corporation together with my firm check in the sum of \$122.50, covering the following expenses:

Filing fee	\$35.00
Registered Agent Cert.	\$35.00
Certified copy	\$52.50

I would appreciate your returning the certified copy to me after filing. Thanking you in advance, I am

Very truly yours,


Lance Paul Cohen

LPC/tdr
Enclosures

FILED
97 JUL 18 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

bm 7/21/97

ARTICLES OF INCORPORATION
OF
SHARED GAIN, INC.

97 JUL 18 AM 9:01
FILED
TALLAHASSEE, FLORIDA

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

ARTICLE I. CORPORATE NAME.

The name of the corporation is Shared Gain, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERMS OF EXISTENCE.

This corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Lance Paul Cohen
1723 Blanding Boulevard, Suite 102
Jacksonville, Florida 32210

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS.

The address of the principal office of the corporation is 1723 Blanding Boulevard, Suite 102, Jacksonville, Florida 32210, and the mailing of the corporation is 1723 Blanding Boulevard, Suite 102, Jacksonville, Florida 32210.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have 4 directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the

stockholders but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS.

The names of the initial directors of this Corporation and their street addresses are:

Robert Jones
3968 South Third Street
Jacksonville Beach, Florida 32250

Dean Jones
3968 South Third Street
Jacksonville Beach, Florida 32250

Lance Cohen
1723 Blanding Blvd., #102
Jacksonville, Florida 32210

Janet Cohen
1723 Blanding Blvd., #102
Jacksonville, Florida 32210

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Lance Paul Cohen
1723 Blanding Blvd., Suite 102
Jacksonville, Florida 32210

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on July 16, 1997.



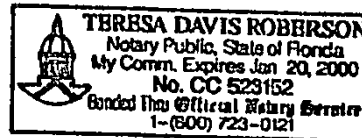
Lance Paul Cohen
Incorporator

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, a Notary Public, personally appeared Lance Paul Cohen, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he subscribed to these Articles of Incorporation on July 16, 1997.

Teresa Davis Roberson
Notary Public, State of Florida
My Commission expires:



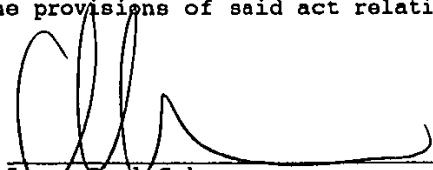
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

FIRST - That Shared Gain, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation as the City of Jacksonville, County of Duval, State of Florida, has named Lance Paul Cohen, located at 1723 Blanding Boulevard, Suite 102, Jacksonville, Florida 32210, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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


Lance Paul Cohen
Registered Agent

FILED
97 JUL 18 AM 9:01
TALLAHASSEE, FLORIDA