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GEORGE RICHARD SCHMITT, P. A.
ATTORNEY AT LAW

GENERAL PRACTICE
WILLS, ESTATES AND ESTATE PLANNING
REAL PROPERTY LAW

201 OCEAN AVENUE
MELBOURNE BEACH, FLORIDA 32951
(407) 727-1228

July 21, 1997

FEDERAL EXPRESS PRIORITY OVERNIGHT LETTER
AIRBILL #504-354-3245

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

ATTN: NEW FILINGS SECTION

Re: ASSET MANAGEMENT SERVICES, INC.

200002244182--6
-07/22/97--01111--013
****122.50 ****122.50

Gentlemen:

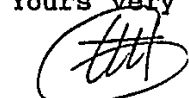
Enclosed for acceptance and filing you will find the Articles of Incorporation and Appointment of Registered Agent (by separate form attached) (original and one photocopy of each) in connection with the above-captioned corporation, the name of which was not being used as of the time of our telephone call this afternoon, together with my check # 11201 for the filing fee (\$35.00), registered agent designation (\$35.00), and certified copy of the Articles after filing (\$52.50), in the total amount of \$122.50.

Please return the charter to me at your earliest convenience.

Your immediate processing of this new corporation will be greatly appreciated.

Needless to say, if you have any questions, please call me.

Yours very truly,



George Richard Schmitt

GRS:sls
Enclosures: 3
cc: James E. Rosasco

FILED
97 JUL 22 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1 AUGUST 1997 JUL 24 1997

ARTICLES OF INCORPORATION
of
ASSET MANAGEMENT SERVICES, INC.

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97 JUL 22 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME: The name of this corporation is ASSET MANAGEMENT SERVICES, INC., and its principal office and mailing address is 235 Sea Crest Drive, Melbourne Beach, Florida 32951.

ARTICLE II

DURATION: The date when corporate existence shall commence shall be on the date of filing the Articles Of Incorporation, and the duration of its existence shall be perpetual thereafter.

ARTICLE III

PURPOSE: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK: The aggregate number of shares which this corporation shall be authorized to issue shall be 20,000 shares of common stock of a single class having a par value of \$1.00 per share.

ARTICLE V

VOTING: (1) Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of

Articles of Incorporation, cont. (ASSET MANAGEMENT SERVICES, INC.)

(2) Each shareholder of outstanding shares held by a husband and wife as an estate by the entirety shall be entitled to a one-half vote per share on each matter submitted to a vote at a meeting of shareholders.

(3) Each shareholder of outstanding shares held by 2 persons in joint tenancy with a right of survivorship shall be entitled to a one-half vote per share on each matter submitted to a vote at a meeting of shareholders.

(4) Each shareholder of outstanding shares held by more than 2 persons in joint tenancy with a right of survivorship shall be entitled to the fraction of the vote for each share determined by dividing one vote by the number of joint shareholders (example: 3 joint shareholders; each gets 1/3 vote per share) on each matter submitted to a vote at a meeting of shareholders.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the corporation is 235 Sea Crest Drive, Melbourne Beach, Florida 32951, and the name of its initial registered agent at that address is James E. Rosasco.

ARTICLE VII

BOARD OF DIRECTORS: The Board of Directors of this corporation shall consist of one (1) person, which number may be increased or decreased from time to time by amendment to or in the manner provided in the corporate by-laws. The initial Board of Directors of this corporation shall be comprised of James E. Rosasco, 235 Sea Crest Drive, Melbourne Beach, Florida 32951.

ARTICLE VIII

INCORPORATOR: The name and address of the initial

Articles of Incorporation, cont. (ASSET MANAGEMENT SERVICES, INC.)

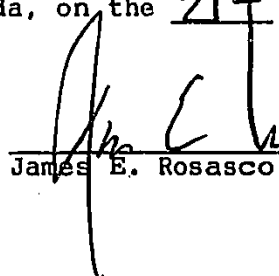
ARTICLE IX

PREEMPTIVE RIGHTS: Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE X

INDEMNIFICATION: The corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

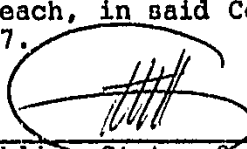
IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these articles of incorporation at Melbourne Beach, Brevard County, Florida, on the 21st day of July, 1997.


James E. Rosasco, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, the undersigned authority, personally appeared JAMES E. ROSASCO, who is personally known to me to be the person described in and who subscribed the foregoing articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth, and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Melbourne Beach, in said County and State, this 21st day of July, 1997.


Notary Public, State of Florida at Large
George Richard Schmitt

Notary Signature Printed

My Commission Expires: 03/12/99

Commission No. CC 443762

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That ASSET MANAGEMENT SERVICES, INC.
(Name of Corporation)
desiring to organize or qualify under the laws of the State of
Florida, with its principle place of business at city of
Melbourne Beach, State of Florida, has
(City) (State)
named JAMES E. ROSASCO, located at
(Name of Registered Agent)
235 Sea Crest Drive
(Street Address and Number of Building, Post Office Box Addresses
Are Not Acceptable)
City of MELBOURNE BEACH, State of Florida, 32951,
(City) (Zip Code)
as its agent to accept service of process within Florida.

Signature: [Signature]
James E. Rosasco
Title: INCORPORATOR
Date: July 21, 1997

Having been named to accept service of process for 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.

Signature: [Signature]
(Registered Agent) James E. Rosasco
Date: July 21, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA