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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: JOHN T. SPILLMAN & ASSOCIATES, INC.
AUDIT NUMBER.....H97000013487
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1997

EMPIRE

SUBJECT: JOHN T. SPILLMAN & ASSOCIATES, INC.
REF: W97000018960

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Agnes Lunt
Corporate Specialist

FAX Aud. #: H97000013487
Letter Number: 297A00041539

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ARTICLES OF INCORPORATION

OF

JOHN T. SPILLMAN & ASSOCIATES, INC.

The undersigned incorporator, a natural person over the age of eighteen (18) years, hereby makes, subscribes, acknowledges, executes and files these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

JOHN T. SPILLMAN & ASSOCIATES, INC.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The purpose of this corporation is to conduct business and economic activities of all kinds both within and without the State of Florida. The purpose of this corporation also shall include the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of common capital stock at \$1.00 par value.

ARTICLE V

The street address of the initial principal office of this corporation is 3725 Alcantara, Miami, Florida 33178 and the name and address of the corporation's initial registered agent is

Prepared by:
RUSSELL GEIGER, ESQ. - PBN 0843857
328 Minorca Avenue
Coral Gables, FL 33134
(305) 446-7674

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Russell Geiger, Esquire, 328 Minorca Avenue, Coral Gables, Florida-
33134.

ARTICLE VI

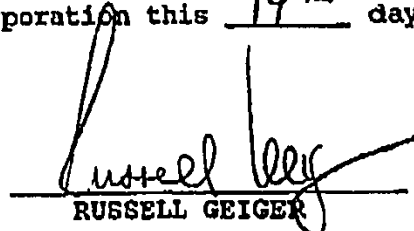
The shareholders of this corporation shall act in lieu of a Board of Directors, and all the powers, privileges, duties and responsibilities that otherwise would apply to the Directors of the company shall instead apply to, be exercised by, and be attached to the shareholders of the company. In voting on any matter, the shareholders shall be entitled to one vote for each share of stock owned, and in all matters a majority of the company's issued and outstanding stock shall constitute a quorum, and a majority of shares at any meeting where a quorum is present shall decide any question before the meeting.

ARTICLE VII

The name and address of the incorporator of this corporation is:

RUSSELL GEIGER
328 Minorca Avenue
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned incorporator has executed and acknowledged these Articles of Incorporation this 14th day of August, 1997.


RUSSELL GEIGER

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STATE OF FLORIDA)
) SS.
 COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared RUSSELL GEIGER, who, is personally known to me, acknowledged that he executed the foregoing Articles of Incorporation freely and voluntarily and for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 15th day of August, 1997.



DIANNE WALSH
 Comm. No. CC 580282
 My Comm. Exp. Aug. 23, 2000
 Bonded thru Pichard Ins. Agcy

Diane Walsh
 NOTARY PUBLIC, State
 of Florida

My Commission Expires:

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted in compliance with said Act.

First that John T. Spillman & Associates, Inc., desiring to organize under the laws of the State of Florida has named RUSSELL GEIGER, located at 328 Minorca Avenue, Coral Gables, Dade County, Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above state 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.

Russell Geiger
 RUSSELL GEIGER

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