

P97000075035

July 14, 1997

Division of Corporations
Filing Selection
P.O. Box 6327
Tallahassee, FL 32314

Enclosed find two copies of the articles of incorporation of James D. Walker and Associates affordable housing, Inc. and my check in the amount of \$122.50 to cover the filing fee and a certified copy of the articles.

Please return to me.
Fenton E. Jones
4613 Imperial Palm Ct.
Largo, FL, 33771

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W97-17045

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 28 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 24, 1997

FENTON E. JONES
4613 IMPERIAL PALM CT.
LARGO, FL 33771

SUBJECT: JAMES D. WALKER AND ASSOCIATES, HOUSING SOLUTIONS
Ref. Number: W97000017045

We have received your document for JAMES D. WALKER AND ASSOCIATES HOUSING SOLUTIONS and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The corporate name must be identical throughout the document.

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

Letter Number: 897A00037451

8/10/97

PLEASE REFILE - CORRECTION HAS BEEN MADE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1997

FENTON E. JONES
4613 IMPERIAL PALM CT.
LARGO, FL 33771

SUBJECT: JAMES D. WALKER AND ASSOCIATES, HOUSING SOLUTIONS
Ref. Number: W97000017045

We have received your document for JAMES D. WALKER AND ASSOCIATES, HOUSING SOLUTIONS. However, the document has not been filed and is being returned for the following:

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours. *THANK YOU*

You failed to make the correction(s) requested in our previous letter. *3RD TIME IS ON THE CHARM*

The corporate name must be identical throughout the document. *[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

Letter Number: 997A00041518

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Incorporation
of
James D. Walker and Associates,
HOUSING SOLUTIONS, INC.**

1. The name of the Corporation is: James D. Walker and Associates,
HOUSING SOLUTIONS, INC.
2. The duration of the Corporation is perpetual.
3. The Address of the registered office in the State of Florida is 603 South Fort Harrison Avenue, Clearwater, Florida 33756, County of Pinellas. The name of the registered agent at such address is Fenton E. Jones.
4. The purposes for which the Corporation is organized are:
 - (a) To engage, without limitation, in any lawful activity for which corporations may be organized under the Laws of the State of Florida.
 - (b) To do such acts in pursuit of its general purposes as are not forbidden by the laws of the State of Florida, as now in force or hereafter may be in force.
5. The maximum number of shares which the Corporation shall have the authority to issue is:
 - (a) 100,000,000 (One Hundred Million) Shares of Common Stock having no par; and
 - (b) 100,000,000 (One Hundred Million) Shares of Preferred Stock having a par value of \$.001 per share, such Preferred Stock being issuable in one or more series as hereafter provided.

No holder of any class of stock of the Corporation shall be entitled as of right to purchase or subscribe for any part of any class of stock of the Corporation now authorized or hereafter authorized by any amendment of the rights to purchase or subscribe for any stock of the Corporation; and any stock now authorized or any such additional authorized issue of any stock or any securities convertible into or evidencing rights to purchase or subscribe for stock may be issued and disposed of by the Board of Directors to such firms, person, corporation or association for such consideration and upon such terms and in such manner as the Board of Directors may in its discretion determine without offering any thereof on the same terms, or on any terms, to the shareholders, or to any class of shareholders.

The preferences, restriction and qualifications applicable to the Common Stock and the Preferred Stock are as follows:

PART A — COMMON STOCK

The Common Stock of the Company shall be divided into two classes: Class A and Class B. There shall be ninety million (90,000,000) shares of Class A Common Stock and ten million (10,000,000) shares of Class B Common Stock. The shares of each class of Common Stock shall be identical except that the holders of the Class B Common Stock shall be entitled to elect a majority of the board of directors, and the holders of the Class A Common Stock shall elect the remainder of the directors. Each share of Class B Common Stock shall be convertible at any time into one share of Class A Common Stock at the option of the holder.

Each holder of Common Stock shall be entitled to cumulative voting for each share of such stock standing in his name on the books of the Corporation.

After the payment or declaration and setting aside for payment of the full cumulative dividends for all prior and current dividend periods on; all outstanding shares of Preferred Stock, and after setting aside all stock purchase funds or sinking funds heretofore required to be set aside with respect to the Preferred Stock, dividends on the Common Stock may be declared and paid, but only when and as determined by the Board of Directors.

On any dissolution, liquidation or winding up of the Corporation, after there shall have been paid to or set aside for the holders of all outstanding shares of Preferred Stock the full preferential amount to which they are respectively entitled to receive, pro rata in accordance with the number of shares of each class outstanding, all the remaining assets of the Corporation will be available for distribution to its shareholders.

The holders of Common Stock will have no redemption or conversion rights, except for the right of holders of Class B Common Stock to convert to Class A Common Stock.

PART B -- PREFERRED STOCK

The Board of Directors is expressly vested with the authority to divide any or all of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of each series so established, provided, however, that the rights and preferences of the various series may vary only with respect to:

- a) the rate of dividend;
- b) whether the shares may be called and, if so, the call price and the terms and conditions of call;
- c) the amount payable upon the shares in the event of voluntary and involuntary liquidation;
- d) sinking fund provisions, if any for the call or redemption of the shares;
- e) the terms and conditions, if any, on which the shares may be converted;
- f) voting rights; and
- g) whether the shares will be cumulative, noncumulative or partially cumulative as to dividends and the dates from which any cumulative dividends are to accumulate.

The Board of Directors shall exercise the foregoing authority by adopting a resolution setting forth the designation of each series and the number of shares therein, and fixing and determining the relative rights and preferences thereof. The Board of Directors may make any change in the designations, terms, limitations or relative rights or preferences of any series in the same manner, so long as no shares of such series are outstanding at such time.

Within the limits and restrictions, if any, stated in any resolution of the Board of Directors originally fixing the number of shares constituting any series, the Board of Directors is authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of such series. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

6. The Corporation will not commence business until consideration of the One Thousand Dollars (\$1,000.00) has been received for the issue of shares.

7. The shareholders of the Corporation may take any action which they are required or permitted to take without a meeting or written consent, setting forth the action so taken, signed by all of the persons or entities entitled to vote thereon.

8. A. Any Business Combination Transaction (as defined in Section 8.B(3) below) shall require the affirmative vote of the holders of at least 80% of the voting power of all the shares of capital stock of the Corporation then entitled to vote generally in the election of Directors, voting together as a single class. Such affirmative vote shall be required, notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified, by law or in any agreement with any national securities exchange or otherwise.

B. For the purposes of the Paragraph 8:

(1) "Affiliate" or "Associate" shall have the respective meanings ascribed to such term in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as in effect on December 31, 1985.

(2) "Beneficial Owner" shall have the meaning ascribed to such term in Rule 12d3 of the General Rules and Regulations under the Exchange Act, as in effect on December 31, 1985.

(3) "Business Combination Transaction" shall mean:

(a) any merger or consolidation of the Corporation or any Subsidiary with (i) an Interested Stockholder or (ii) any other person (whether or not itself an Interested Stockholder) which is, or after such merger or consolidation would be, an Affiliate or Associate of an Interested Stockholder; or

(b) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with, or proposed by or on behalf of, an Interested Stockholder or an Affiliate or Associate of an Interested Stockholder, of any assets of the Corporation or any Subsidiary constituting not less than 5% of the total assets of the Corporation as reported in the consolidated balance sheet of the Corporation as of the end of the most recent quarter with respect to which such balance sheet has been prepared; or

(c) the issuance or transfer by the Corporation or any subsidiary (in one transaction or any series of transactions) of any securities of the Corporation or any Subsidiary to, or proposed by or on behalf of an Interested Stockholder in exchange for cash, securities or other property (or a combination thereof) constituting not less than 5% of the total assets of the Corporation as reported in the consolidated balance sheet of the Corporation as of the end of the most recent quarter with respect to which such balance sheet has been prepared; or

(d) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation, or any spin-off or split-up of any kind of the Corporation or any Subsidiary, proposed by or on behalf of an Interested Stockholder or an Affiliate or Associate of an Interested Stockholder; or

(e) any reclassification of securities (including any reverse stock split), or recapitalization of the Corporation, or any merger or consolidation of the corporation with any subsidiary or any other transaction (whether or not with or into or otherwise involving an Interested Stockholder) which has the effect directly or indirectly, of increasing the percentage of the outstanding shares of (i) any class of equity securities of the Corporation or any Subsidiary or (ii) any class of securities of the Corporation or any Subsidiary convertible into equity securities of the Corporation or any Subsidiary, represented by securities of such class which are directly or indirectly owned by an Interested Stockholder and all of its Affiliates and Associates.

(4) "Continuing Director" means

(a) any member of the Board of Directors of the Corporation who (i) is neither the Interested Stockholder involved in the Business Combination Transaction as to which a vote of Continuing Directors is provided hereunder, nor an Affiliate, Associate, employee, agent, or nominee of such Interested Stockholder, or the relative of any of the foregoing, and (ii) was a member of the Board of Directors of the Corporation prior to the time that such Interested Stockholder became an Interested Stockholder and

(b) any successor of a Continuing Director described in clause (a) who is recommended or elected to succeed a Continuing Director by the affirmative vote of a majority of Continuing Directors then on the Board of Directors of the Corporation.

(5) "Fair Market Value" means:

(a) in the case of stock, the highest closing sale price during the 30-day period immediately preceding the date in question of a share of such stock on the Composite Tape, on the New York Stock Exchange-Listed Stocks, or if such stock is not reported on the Composite Tape, on the New York Stock Exchange, or, if such stock is not listed on such Exchange, in the principal United States securities exchange registered under the Exchange Act on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock during the 30-day period preceding the date in question on the National Association of Security Dealers, Inc. Automated Quotations System or any similar interdealer quotation system then in use, or, if no such quotation is available, the fair market value on the date in question of a share of such stock as determined by a majority of the Continuing Directors in good faith; and

(b) in the case of property other than cash or stock, the fair market value of such property on the date in question as determined by a majority of the Continuing Directors in good faith.

(6) "Interested Stockholder" shall mean any Person (other than the Corporation or any Subsidiary, any employee benefit plan maintained by the Corporation or any Subsidiary or any trustee or fiduciary with respect to any such plan when acting in such capacity) who or which:

(a) is or was at a time within the two-year period immediately prior to the date in question, the Beneficial Owner, directly or indirectly, of 10% or more of the voting power of the then outstanding Voting Stock of the Corporation; or

(b) is an Affiliate of the Corporation and at any time within the two-year period immediately prior to the date in question was the Beneficial Owner, directly or indirectly, of 10% or more of the voting power of the outstanding Voting Stock of the Corporation; or

(c) is an assignee of, or has otherwise succeeded to, any shares of Voting Stock of the Corporation of which an Interested Stockholder was the Beneficial Owner, directly or indirectly, at any time within the two-year period immediately prior to the date in question, if such assignment or succession shall have occurred in the course of a transaction, or series of transactions, not involving a public offering within the meaning of the Securities Act of 1933, as amended.

(d) For the purpose of determining whether a person is an interested Stockholder, the outstanding voting stock of the Corporation shall include any unissued shares of which the interested Stockholder is the beneficial owner pursuant to any agreement, arrangement or understanding, or upon the exercise of any conversion rights, warrants or options, or otherwise.

7) A "Person" means any individual, partnership, firm, corporation, association, trust, unincorporated organization or other entity, as well as any syndicate or group deemed to be a person pursuant to Section 14 (d) (2) of the Exchange Act.

(8) "Subsidiary" means any corporation of which the Corporation owns, directly or indirectly,

(a) a majority of the outstanding shares of equity securities of such corporation, or

(b) shares having a majority of the voting power represented by all of the outstanding Voting Stock of such corporation. For the purpose of determining whether a corporation is a Subsidiary, the outstanding Voting Stock and the shares of equity securities thereof shall include unissued shares of which the corporation is the Beneficial Owner, but, except for purposes of Paragraph 8. B (6), shall not include any other shares which may be issuable pursuant to any agreement, arrangement or understanding, or upon the exercise of conversion rights, warrants or options, or otherwise, to any Person who is not a stockholder of the Corporation.

(9) "Voting Stock" shall mean outstanding shares of capital stock of the relevant corporation entitled to vote in the election of directors.

C. The provisions of Paragraph 8. A shall not be applicable to any particular Business Combination Transaction, and such Business Combination Transaction shall require only such affirmative vote of the stockholders, if the condition specified in either of the following paragraphs (1) and (2) are met:

(1) The Business Combination Transaction shall have been approved by the affirmative vote of a majority of the Continuing Directors, even if the Continuing Directors do not constitute a quorum of the entire Board of Directors.

(2) All of the following conditions shall have been met:

(a) With respect to each share of each class of outstanding Voting Stock of the Corporation (including Common Stock), the holder thereof shall be entitled to receive on or before the date of the consummation of the Business Combination Transaction (the "Consummation Date"), cash and consideration, in the form specified in Paragraph 8.C (2) (b) hereof, with an aggregate Fair Market Value as of the Consummation Date at least equal to the highest of the following:

(i) the highest per share price (including brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Stockholder to which the Business Combination Transaction relate, or by any affiliate or Association of such Interested Stockholder, for any shares of such class of Voting Stock acquired by it (x) within the two-year period immediately prior to the first public announcement of the proposal of the Business Combination Transaction (the "Announcement Day") or (y) in the transaction in which it became an Interested Stockholder, whichever is higher;

(ii) the Fair Market Value per share of such class of Voting Stock of the Corporation on the announcement Date; and

(iii) the highest preferential amount per share, if any, to which the holder of the shares of such class of Voting Stock of the Corporation are entitled in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

(b) The consideration to be received by a holder of a particular class of outstanding Voting Stock of the Corporation (including Common Stock) as described in Paragraph 8.C (2) (a) hereof shall be in cash or, if the consideration previously paid by or on behalf of the Interested Stockholder in connection with its acquisition of beneficial ownership of shares of such class of Voting Stock consisted, in whole or in part, of consideration other than cash, then in the same form as such consideration. If such payment for shares of any class of Voting Stock of the Corporation has been made in varying forms of consideration, the form of consideration for such class of Voting Stock shall be either cash or in the form used to acquire the beneficial ownership of such class of Voting Stock previously acquired by the Interested Stockholder.

(c) After such Interested Stockholder has become an Interested Stockholder and prior to the Consummations Date:

(i) there shall have been no failure to declare and pay at the regular date therefor any full dividends (whether or not cumulative) on the outstanding Preferred Stock of the Corporation, if any, except as approved by the affirmative vote of a majority of the Continuing Directors;

(ii) there shall have been (x) no reduction in the annual rate of dividends paid on the Common Stock of the Corporation (except as necessary to reflect any subdivision of the Common Stock), except as approved by the affirmative vote of a majority of the Continuing Directors, and (y) an increase in such annual rate of dividends as necessary to reflect any reclassification (including

any reverse stock split), recapitalization, reorganization, or any similar transaction which has the effect of reducing the number of outstanding shares of the Common Stock, unless the failure to so increase such annual rate is approved by the affirmative vote of a majority of the Continuing Directors, and

(iii) such Interested Stockholder shall not have become the Beneficial Owner of any additional shares of Voting Stock of the Corporation except as part of the transaction which results in such Interested Stockholder becoming an Interested Stockholder.

(d) After such Interested Stockholder has become an Interested Stockholder, neither such Interested Stockholder nor any Affiliate or Associate thereof, shall have received the benefit, directly or indirectly (except proportionately as shareholder of the Corporation), of any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided by the Corporation.

(e) A proxy or information statement describing the proposed Business Combination Transaction and complying with the requirements of the Exchange Act and the General Rules and Regulations thereunder (or any subsequent provisions replacing such Act, Rules and Regulations) shall be mailed to the shareholder of the Corporation at least 30 days prior to the consummation Date (whether or not such Proxy or information statement is required to be mailed pursuant to such Act or subsequent provisions thereof).

D. A majority of the Continuing Directors shall have the power and duty to determine, on the basis of information known to them after reasonable inquiry, all facts necessary to determine compliance with this Paragraph 6, including, without limitation, (1) whether a Person is an Interested Stockholder, (2) the number of shares of Voting Stock of the Corporation beneficially owned by any Person, (3) whether a Person is an Affiliate or Associate of another, (4) whether the requirements of paragraph 8. C (2) have been met with respect to any Business Combination Transaction, and (5) whether the assets which are the subject of any Business Combination Transaction have, or the consideration to be received for the issuance or transfer of securities by the Corporation or any subsidiary in any Business Combination Transaction constitutes not less than 5% of the total assets of the Corporation as reported in the consolidated balance sheet of the Corporation as of the end of the most recent quarter with respect to which such balance sheet has been prepared. The good faith determination of the majority of the Continuing Directors on such matters shall be conclusive and binding for all the purposes of this Paragraph 8.

E. Nothing contained in this Paragraph shall be construed to relieve members of the Board of Directors or an Interested Stockholder from any Fiduciary obligation imposed by law. The fact that any Business Combination Transaction comes with the Provision of Paragraph 8.C shall not be construed to impose any fiduciary duty, obligation or responsibility on the Board of Directors or any member thereof, to approve such Business Combination Transaction or recommend its adoption or approval to the Stockholders of the Corporation nor shall such compliance limit, prohibit or otherwise restrict in any manner the Board of Directors, or any member thereof, with respect to evaluations of or actions and responses taken with respect to such Business Combination Transactions.

9. Any vacancies in the Board of Directors for any reason and any newly created directorships resulting by reason of any increase in the number of directors shall be filled by the Board of Directors, acting by a majority of the remaining directors then in office, although less than a quorum, and any director so chosen shall hold office until the next election and until their successors are elected and qualified.

A written ballot shall not be required for the election of directors unless the bylaws of the Corporation shall so provide.

10. A quorum of the Board of Directors shall consist of a majority, but in the event that the Board should consist in excess of six directors, two-thirds of the directors in office shall constitute a quorum.

11. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) To adopt, amend or repeal the Bylaws of the Corporation by vote of a majority of the members of the Board of Directors, but any Bylaws adopted by the Board of Directors may be amended by the stockholders of the Corporation;

(b) To distribute to the shareholders of the Corporation out of capital surplus of the Corporation a portion of its assets, in cash or property, subject to the requirements of law, and such distribution is expressly permitted without the vote of the stockholders.

(c) To cause the Corporation to make purchases of its shares, directly or indirectly, to the extent of unreserved and unrestricted earned surplus available therefore, without the vote of the stockholders;

(d) If at any time the Corporation has more than one class of authorized or outstanding stock, to pay dividends in shares of any class to the holders of shares of any class, without the vote of the stockholder of the class in which the payment is to be made; and

(e) To take any action which the Board of Directors is required or permitted to take without a meeting or written consent, setting forth the action so taken, signed by all of the directors entitled to vote thereon.

12. In evaluating a Business Combination (as defined in Paragraph 8 above) or a tender or exchange offer and other acquisition proposal, the Board of Directors in determining what is in the best interest of the Corporation, may consider, among others, the following factors:

(a) the financial aspects of the offer, the long-term interests of the Corporation's stockholders and the premiums paid in other relevant transactions, the liquidation value of the Corporation's assets and component parts, the prospects of the Corporation, and (to the extent estimable) its stock on a going concern basis over the subsequent several years;

(b) the prospects for obtaining and methods of achieving a better offer, such as seeking other bids, pursuing negotiating strategies (which may include defensive tactics), and partial or total liquidation;

(c) the impact, if the offer is partial or two-tier, on the remaining stockholders on the prospects of the Corporation in the event the offer is successful;

(d) the value and investment attributes of the noncash consideration if the offer involves consideration other than cash;

(e) the potential of the offer (if partial or two-tier), including the offeror's competence, experience, integrity, management, reputation and financial condition;

(f) legal and regulatory matters, or other considerations that could impede or prevent the transaction's consummation;

(g) the effect of the transaction on the Corporation's (and its subsidiaries') customers, including policyholders, suppliers and employees; and

(h) local community interests.

13. The affirmative vote of the holder or at least 60% of the voting power of all the shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend, alter, change or repeal, or adopt any provision or provisions inconsistent with Paragraph 8, 9, 12, and 13 hereof, unless such amendment, alteration, change, repeal or adoption of any inconsistent provision or provisions is declared advisable by the Board of Directors by the affirmative vote of two-thirds of the entire Board of Directors if the Board of Directors has six or more members, or a majority vote if less than 6 members.

14. The name and mailing address of the incorporators is as follows:

FENTON E. JONES & JAMES D. WALKER 603 South Fort Harrison Avenue, Clearwater, Florida 33756

15. The name and mailing address of the registered agent is as follows:

FENTON E. JONES 603 South Fort Harrison Avenue, Clearwater, Florida 33756

16. The name and mailing address of the Corporation's principal office is:

James D. Walker and Associates, HOUSING SOLUTIONS, INC. - 603 South Fort Harrison Avenue, Clearwater, Florida 33756

We, the undersigned, being the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein as stated are true, and accordingly have hereunto set our hand this 3rd day of December, 1996.


Fenton E. Jones, Incorporator


James D. Walker, Incorporator

JAMES D. WALKER AND ASSOCIATES,

HOUSING SOLUTIONS, INC.

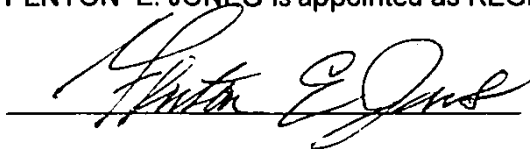
APPOINTMENT OF REGISTERED AGENT
AND ACCEPTANCE

FILED

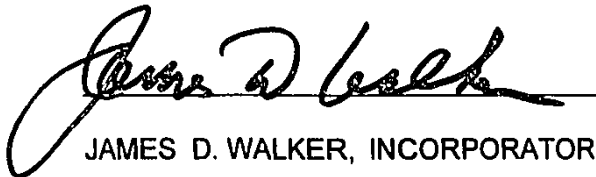
97 AUG 28 AM 8:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FENTON E. JONES is appointed as REGISTERED AGENT of the above corporation.



FENTON E. JONES, INCORPORATOR



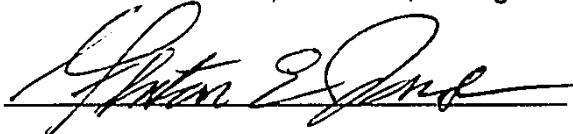
JAMES D. WALKER, INCORPORATOR

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

In compliance with Section, 48.901, Florida Statutes, the following is submitted:

1. JAMES D. WALKER AND ASSOCIATES, HOUSING SOLUTIONS, INC., have named FENTON E. JONES as its agent to accept service of process within Florida.
2. Having been so named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

DATED at Clearwater, FLORIDA, on August 8, 1997.



FENTON E. JONES, REGISTERED AGENT

Registered Office:
603 S. Ft. Harrison
Clearwater, FL 33756