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DAVIS MARLOWE MARTENS DUNAJ & MARLOWE

A Partnership of Professional Associations

Please reply to:
New Port Richey

September 2, 1997

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

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-09/04/97--01067--008
*****122.50 *****122.50

Re: Articles of Incorporation **Basmin Corporation.**

Dear Sir or Madam:

Enclosed herein please find the original and one copy of the Articles of Incorporation for filing of Basmin Corporation.

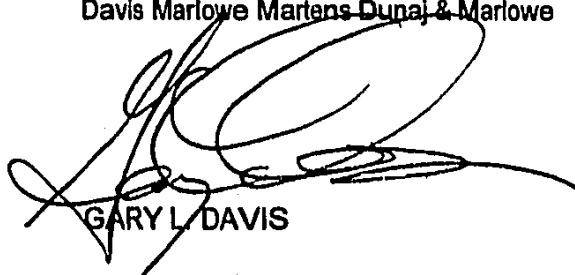
Also, enclosed please find our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	35.00
Total:	\$122.50

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Your attention to this matter is appreciated.

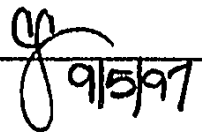
Sincerely,
Davis Marlowe Martens Dunaj & Marlowe


GARY L. DAVIS

GLD/drm
Enclosures

8726 State Road 54 • Suite "E" • New Port Richey, Florida 34653
(813) 376-3330 • Fax (813) 376-3146 • www.nprlaw.com

201 South Biscayne Boulevard • Suite 880 • Miami Center • Miami, Florida 33133
(305) 373-9977 • Fax (305) 373-8877 • www.miamilaw.net


9/5/97

ARTICLES OF INCORPORATION
OF
BASMIN CORPORATION

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WE, THE UNDERSIGNED, hereby certify that we have associated ourselves together for the purpose of establishing a corporation under and in accordance with the provision of Chapter 607 Florida Statutes, providing for the information, rights and privileges and immunities of the corporation for profit and in pursuance of the terms of said Statutes, we hereby declare and certify as follows:

ARTICLE I. NAME

The name of this corporation shall be ***BASMIN CORPORATION***. The mailing address of the corporation shall be 9850 Hilltop Drive, New Port Richey, Florida 34654.

ARTICLE II. DURATION

This corporation shall exist in perpetuity.

ARTICLE III. PURPOSE

This Corporation shall have the power and authority to forward the purposes and accomplish the objectives hereinafter set forth and to do and perform the same as completely and fully as any natural person is authorized to do under the laws of the State of Florida and in any part of the world:

(a) The business shall be, including but not limited to the purpose of real estate investment.

(b) To own, buy, purchase, exchange, hire, lease, mortgage, or otherwise acquire real estate and property, either improved, or any interest or right therein, and to own, hold control, maintain, manage and develop the same in any state of the United States.

(c) The corporation shall have the lawful right to transact any and all other lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of common stock with a par value of \$1.00.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8726 State Road 54, Suite "E", New Port Richey, Florida 34653, and the name of the registered agent of this corporation is Gary L. Davis.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial directors of this corporation are:

NAME	ADDRESS
Thomas W. Bastien	6520 Corbin Lane New Port Richey, Florida 34653
Michael A. Minichino	9850 Hilltop Drive New Port Richey, Florida 34654

ARTICLE VII. INCORPORATORS and OFFICERS

The names and addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
Thomas W. Bastien	6520 Corbin Lane New Port Richey, Florida 34653
Michael A. Minichino	9850 Hilltop Drive New Port Richey, Florida 34654

ARTICLE VIII. STOCKHOLDERS

The names addresses of the stockholders of this corporation are as follows:

NAMES	NO. SHARES	ADDRESS
Thomas W. Bastien-	500 Shares	6520 Corbin Lane New Port Richey, Florida 34653
Michael A. Minichino	500 Shares	9850 Hilltop Drive New Port Richey, Florida 34654

ARTICLES IX. OFFICERS

The names and addresses of the Officers, who are subject to the provisions of these Articles, By-Laws and Laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected, and have qualified are as follows:

NAME	ADDRESS
Thomas W. Bastien President/Secretary	6520 Corbin Lane New Port Richey, Florida 34653
Michael A. Minichino Vice-President/Treasurer	9850 Hilltop Drive New Port Richey, Florida 34654

ARTICLE X. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash 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 thereof at the price at which it is offered to others.

ARTICLE XI. BUY BACK

If a shareholder, or anyone receiving shares by sale or inheritance, desires to sell his stock during his lifetime, he shall give the other Stockholders and the Secretary of the Corporation written notice of such desire, and the other Stockholders shall have the right to purchase such stock at any time within thirty (30) days after such notice at such terms as the selling Stockholder may be offering.

ARTICLE XII. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE XIII. SPECIAL PROVISIONS

It is the intent of the incorporators that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as Subchapter "S" corporation.

ARTICLE IV. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 29th day of August, 1997.

Thomas W. Bastien

Thomas W. Bastien
President/Secretary

Michael A. Minichino

Michael A. Minichino
Vice-President/Treasurer

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 29th day of August, 1997, by **Thomas W. Bastien and Michael A. Minichino**, who are personally known to me or who have produced Florida Drivers License B-235-839-55.208-0, / Florida Drivers License M-525-541-52.049-0, as identification and who DID take an oath.

Denise R. Mercer
Denise R. Mercer

(Type or print name of Notary)
Notary Public
State of Florida



"OFFICIAL SEAL"
Denise R. Mercer
My Commission Expires 6/18/98
Commission #CC 377687

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DIVISION OF CORPORATIONS

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RESIDENT AGENT

The undersigned having been designated as Resident Agent for the service of process within the State of Florida, upon **Basmin Corporation**, does hereby accept the appointment as such agent for the above-named corporation. The address of such corporation is 9850 Hilltop Drive, New Port Richey, Florida 34654. The address of the Registered Agent is 8726 State Road 54, Suite "E", New Port Richey, Florida 34653.

IN WITNESS WHEREOF, the name and seal of said Resident Agent hereto is affixed at New Port Richey, Florida, this 29th day of August, 1997.

**Signed, sealed and delivered
in the presence of:**

Jamie Pomilia
JAMIE POMILIA
(Type or print name of Witness)

RUSSELL G. MARLOWE
(Type or print name of Witness)

GARY L. DAVIS
GARY L. DAVIS

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 29th day of August, 1997, by Gary L. Davis, (who is personally known to me) or who has produced _____, as identification and who DID take an oath.

Denise R. Mercer
Denise R. Mercer
(Type or print name of Notary)
Notary Public
State of Florida



"OFFICIAL SEAL"
Denise R. Mercer
My Commission Expires 6/18/98
Commission #CC 377687