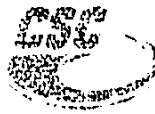


P97000080511



THE UNITED STATES
CORPORATION
COMPANY



THE UNITED STATES
CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 532401 7112920

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 17, 1997

ORDER TIME : 9:36 AM

ORDER NO. : 532401-005

CUSTOMER NO: 7112920

SUUUU02295555--8
-09/17/97--01070--004
****122.50 ****122.50

CUSTOMER: Stephne L. Watts, Legal Asst
WOODWARD PIRES & LOMBARDO, P A

Suite 640
801 Laurel Oak Drive
Naples, FL 34108

DOMESTIC FILING

NAME: PAUZAR-SAUNDERS ONE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED
97 SEP 17 11:49
TALL
VISA

97 SEP 17 11:40
DIVISION OF CORPORATION

SN SEP 17 1997

3

ARTICLES OF INCORPORATION

OF

PAUZAR-SAUNDERS ONE, INC.

FILED

97 SEP 17 AM 11:49

SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. - NAME

The name of the corporation shall be: Pauzar-Saunders One, Inc..

ARTICLE II. - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2555 Temple Trail, Winter Park, FL 32789.

ARTICLE III. - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Ten Thousand shares of common stock at \$1.00 par value.

ARTICLE IV. - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Burt L. Saunders, Woodward, Pires & Lombardo, P.A., 801 Laurel Oak Drive, Suite 640, Naples, Florida 34108.

ARTICLE V. - DIRECTORS

The names and street addresses of the initial Directors of this corporation are:

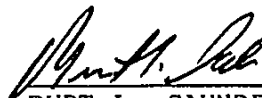
Frederick Pauzar
2555 Temple Trail
Winter Park, FL 32789

Burt L. Saunders
801 Laurel Oak Drive, Ste. 640
Naples, Florida 34108

ARTICLE VI. - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is: Burt L. Saunders, 801 Laurel Oak Drive, Suite 640, Naples, Florida 34108.

The undersigned have executed these Articles of Incorporation this ___th day of August, 1997.



BURT L. SAUNDERS,
INCORPORATOR

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered, in the State of Florida.

1. The name of the corporation is: **Pauzar-Saunders One, Inc.**
2. The name and address of the registered agent and office is:
Burt L. Saunders, Esquire, 801 Laurel Oak Drive, Suite 640,
Naples, Florida 34108.

SIGNATURE:

Burt L. Saunders
BURT L. SAUNDERS

INCORPORATOR
TITLE

August 6, 1997
DATE

Having been named as Registered Agent and to accept Service of Process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Burt L. Saunders
BURT L. SAUNDERS, ESQUIRE

August 6, 1997
DATE

FILED
91 SEP 17 AM 11:50
TAMPA
FLA