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McDANIEL & BALL, P.A.
ATTORNEYS AT LAW
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SARASOTA, FLORIDA 34236
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ROBERT S. McDANIEL, JR.
CHARLES H. BALL

September 4, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: M 3 P, Inc.

400002312884--2
-10/06/97--01131--009
****122.50 ****122.50

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for filing together with our check in the amount of \$122.50 filing fee. Also enclosed is a Designation of Resident Agent.

Please return a certified copy of the Articles to this office.

Thank you for your assistance in this matter.

Very truly yours,

McDANIEL & BALL, P.A.



CHARLES H. BALL

CHB/fh
Encls.

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ARTICLES OF INCORPORATION

OF

M 3 P, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be M 3 P, INC..

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the subscriber of this corporation at any regular or special meeting.

ARTICLE IV. EXISTENCE

This corporation shall have perpetual existence until dissolved according to law.

ARTICLE V. ADDRESS

The initial street address of the principal office of this corporation is to be at 991 S. Osprey Avenue, Sarasota, Florida 34238.

ARTICLE VI. DIRECTORS

There shall be four directors of the corporation. The

name and address of each director is as follows:

Jay Meyer	991 S. Osprey Avenue Sarasota, FL 34238
Robert Martin	1570 Quail Pointe Circle, W. Memphis, TN 38120
Lester Machek	18588 Ocean Mist Dr. Boca Raton, FL 33498
Joel Pate	2417 Limerick Dr. Tallahassee, FL 32308

ARTICLE VII. SUBSCRIBER

The name and address of each person signing these Articles of Incorporation as a subscriber is as follows:

Jay Meyer	991 S. Osprey Avenue Sarasota, FL 34238
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ARTICLE VIII. REGISTERED OFFICE

The street address of the initial registered office and the name of its original registered agent is as follows:


991 S. Osprey Avenue Sarasota, FL 34238	Jay Meyer
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ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the subscriber, proposed by him to the stockholders and approved by them at a meeting of stockholders by a majority of the stockholders entitled to vote thereon, unless all of the officers and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,

acknowledged and filed the foregoing Articles of Incorporation
under the laws of the State of Florida, this 8th day of August,
1997.

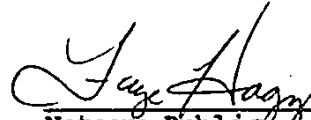


JAY MEYER

STATE OF FLORIDA
COUNTY OF SARASOTA

8th The foregoing instrument was acknowledged before me this
day of August, 1997, by Jay Meyer, who is personally known to
me or has produced _____ as identification.





Notary Public
My Commission Expires:

Charles H. Ball
McDANIEL & BALL, P. A.
1444 First Street
Sarasota, Florida 34236
(941) 952-1500

CERTIFICATE DESIGNING 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 M 3 P, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

SARASOTA, STATE OF FLORIDA
(CITY) (STATE)

HAS NAMED JAY MEYER, LOCATED AT
(NAME OF RESIDENT AGENT)

991 S. Osprey Avenue, Sarasota, FL 34238
(STREET ADDRESS AND NO. OF BLDG., POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE.)

CITY OF SARASOTA, STATE OF FLORIDA, AS ITS AGENT TO
(CITY)
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(CORPORATE OFFICER)

TITLE President

DATE 8-8-92

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]
(RESIDENT AGENT)

DATE 8-8-92

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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