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WALLER & MITCHELL
ATTORNEYS AT LAW

5332 MAIN STREET
NEW PORT RICHEY, FLORIDA 34652
TELEPHONE (813) 847-2288
FAX (813) 848-4183
(800) 304-2288

ROLAND D. WALLER
Board Certified Real Estate Lawyer
THOMAS W. MITCHELL, JR.

October 9, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee FL 34314

RE: FLORIDA ENTREPRENEURS, INC.
FILE NO. 13565.01

800002322098--3
-10/16/97-01074--007
***122.50 ***122.50

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above referenced corporation. In addition, a check for \$122.50 is enclosed representing the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Sincerely yours,


ROLAND D. WALLER

RDW/kks
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 16 AM 9:00

RP
10-17-97

ARTICLES OF INCORPORATION
OF
FLORIDA ENTREPRENEURS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 16 AM 9:00

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FLORIDA ENTREPRENEURS, INC.

The address of the principal office of this corporation shall be 4223 Floramar, New Port Richey, Florida 34652, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 30,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5332 Main Street, New Port Richey, Florida and the name of the initial registered agent of the corporation at that address is Roland D. Waller.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in this Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Charles Miceli
4223 Floramar
New Port Richey, Florida 34652

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are: President, Secretary, Treasurer

Charles Miceli
4223 Floramar
New Port Richey, FL 34652

Vice President:

Todd Mitchem
5970 Seaside Drive
New Port Richey, FL 34652

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

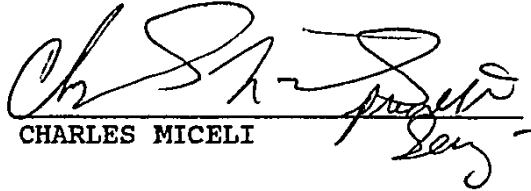
It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these

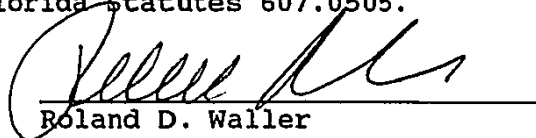
Articles of Incorporation: Charles Miceli
4223 Floramar
New Port Richey, Florida 34652

IN WITNESS WHEREOF, the undersigned Incorporator has executed
these Articles of Incorporation this 14 day of Oct,
1997.


CHARLES MICELI

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Roland D. Waller, having been named as the registered agent
for the above corporation for the purpose of accepting service of
process at the registered office designated in the foregoing
Articles, I hereby accept such appointment and acknowledged that I
am familiar with and accept the obligations and responsibilities of
such office as provided for in Florida Statutes 607.0505.


Roland D. Waller

THIS INSTRUMENT PREPARED BY:
ROLAND D. WALLER, ESQ.
WALLER & MITCHELL
5332 Main Street
New Port Richey FL 34652
Telephone: 813/847-2288
FBN 139708

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 16 AM 9:01