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ERIC V. GILL

ATTORNEY AT LAW

FILED

97 OCT 28 AM 10:17

ADMITTED TO PRACTICE
NEW YORK
FLORIDA

4393 RIDGEWOOD AVENUE SUITE 101
PORT ORANGE, FLORIDA 32127
TALLAHASSEE, FLORIDA

(904) 788-1776
(904) 788-1741

October 23, 1997

Florida Department of State
Division of Corporations
409 E. Gaines
Tallahassee, FL 32399

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-10/28/97--01056--011
*****70.00 *****70.00

IN RE: Articles of Incorporation
GERALD W. LUDLAM AND ASSOCIATES, INC.

Gentlemen:

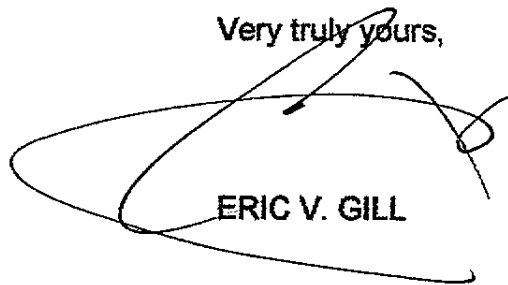
Enclosed please find Articles of Incorporation together with a check in the amount of \$70.00 for the filing fee for:

GERALD W. LUDLAM AND ASSOCIATES, INC.

I am enclosing a copy of the Articles of Incorporation and a self addressed stamped envelope so you may return same to me as verification of receipt and processing.

I would appreciate any effort you may expend to expedite the filing of this entity and if you should have any questions please contact me at your earliest convenience.

Very truly yours,



ERIC V. GILL

EVG/klt
cc: client

P. Hall

OCT 29 1997

ARTICLES OF INCORPORATION
OF
GERALD W. LUDLAM AND ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to transact business hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: **GERALD W. LUDLAM AND ASSOCIATES, INC..**

The principal place of business of this corporation shall be:

5656 Isabelle Avenue, Port Orange, Florida 32127
Suite 9

ARTICLE II - NATURE OF BUSINESS

This corporation may transact or engage 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 One Hundred Shares of common stock having a par value of 10 cents per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 4393 Ridgewood Avenue, Suite 1, Port Orange, Florida 32127 and the name of the initial registered agent of the corporation at that address is ERIC V. GILL.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - 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.

ARTICLES VII - MANAGEMENT

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE VIII - 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	GERALD W. LUDLAM
Resident Agent	ERIC V. GILL
Treasurer	GERALD W. LUDLAM
Secretary	GERALD W. LUDLAM

ARTICLE IX - SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

GERALD W. LUDLAM,⁵⁶⁵⁶ Isabelle Avenue, Port Orange, FL 32127
Suite 9

IN WITNESS WHEREOF, We have hereunto subscribed our name and seal, this

_____ day of _____, 1997.


GERALD W. LUDLAM

STATE OF FLORIDA
COUNTY OF VOLUSIA

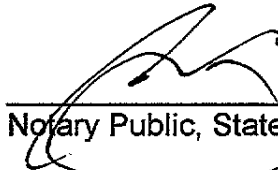
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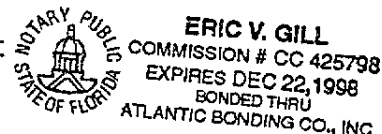
Before me, a Notary Public, authorized to take acknowledgments, personally appeared ~~GERALD W. LUDLAM, ()~~ identified by Florida Drivers License of ~~PAUL (A) PERSONAL DA~~ known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 22nd day of October, 1997.

(SEAL)


Notary Public, State of Florida

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated above, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


ERIC V. GILL
Registered Agent