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LAW OFFICES OF

Danie V. Laguerre, Esq, P.A.

A Partnership of Professional Associations

December 3rd, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

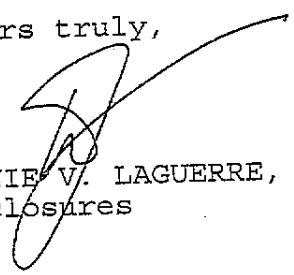
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RE: Articles of Incorporation
EULA R. CLARKE, P.A.

Dear Sirs:

Enclosed please find the Articles of Incorporation, which has been amended for your approval, along with the acceptance of registered agent for your approval. Upon approval, please forward the original certificate to Eula R. Clarke at the address listed on his incorporation material. It is my understanding that you have already received the filing fee. If you should have any questions, please do not hesitate to contact my office.

Yours truly,


DANIE V. LAGUERRE, ESQUIRE
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -5 AM 8:42

900 E. Ocean Boulevard
Suite 340
Stuart, Florida 34994
Ph. (561) 283-2868
Fax (561) 283-2331

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

EULA R. CLARKE, P.A.

The undersigned subscribes to these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME: The name of this corporation is:

EULA R. CLARKE, P.A.

NATURE OF THE BUSINESS:

The general nature of the business to be transacted by this corporation shall be:

(a) To engage in every aspect and phase of the practice of law, that such professional services shall be rendered only through officers, employees and agents of this Corporation who are duly licensed under the laws of the State of Florida and the United States of America and abroad to practice law.

(b) To invest and reinvest funds of this Corporation in real estate mortgages, stocks, bonds or any other type of investment within the meaning of Chapter 607, Florida Statutes, and to acquire and own real and personal property necessary for the rendering of professional services in lecturing and otherwise related ventures.

(c) To do each and every thing necessary and proper for the accomplishment furtherance of any of the purpose or objects of this Corporation enumerated in these Articles of Incorporation or any

amendment thereof, necessary or incidental to the protection and benefit of this Corporation; and, in general, either alone or in association with other corporations firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

(d) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be amended from time to time.

ARTICLE II

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE III

The amount of capital with which this corporation will begin business shall not be less than one hundred (100) shares.

ARTICLE IV.

This corporation shall have perpetual existence.

ARTICLE V.

The initial address of the principal office of this corporation in the state of Florida shall be:

900 East Ocean Boulevard
Suite # 340
Stuart, Florida 34994

The Board of Directors may, from time to time move the principal office to any other address in the Country.

ARTICLES VI.

This Corporation shall have one (1) director initially. The number of Directors may be increased from time to time by By-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLES VII.

The names and post office addresses of the first Board of Director is:

NAME	OFFICE	ADDRESS
Eula R. Clarke	President	900 East Ocean Boulevard Suite # 340 Stuart, Fl. 34994
Eula R. Clarke	Vice-President	
Eula R. Clarke	Secretary	

The persons named as initial Directors shall hold office for the first year, or until its successors are chosen.

ARTICLE VIII.

SUBSCRIBERS: The name and post office addresses of the subscribers to these Articles of Incorporation and the number of shares the subscribers agree to take and the value of the consideration therefore is:

900 East Ocean Boulevard
Suite # 340
Stuart, Florida 34994

ARTICLE IX.

INITIAL REGISTERED AGENT: The street address of the initial registered office is 900 East Ocean Boulevard, Suite #340, Stuart, Florida 34994, and the name of the initial registered agent of this corporation is Eula R. Clarke.

ARTICLE X.

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation are officers and directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI.

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

IN WITNESS WHEREOF, we have hereunto set our hands and seals
on this 3rd day of December, 1997.

Eula R. Clarke
EULA R. CLARKE - PRESIDENT

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, the undersigned authority, personally appeared EULA
R. CLARKE to be well known and who subscribed as subscribers in and
who executed the foregoing Articles of Incorporation, and they
acknowledged before me that they subscribed to these Articles of
Incorporation for the purpose therein expressed.

WITNESS my hand and official seal at Stuart
Martin County, Florida on this 3rd day of December
1997.

My commission expires:

Danie V. Laguerre



DANIE V LAGUERRE
My Commission CC368208
Expires Apr. 27, 1998
Bonded by HAI
800-422-1555

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ACCEPTANCE OF REGISTERED AGENT

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

SIGNATURE:

Eula R. Clarke

EULA R. CLARKE -- PRESIDENT

DATE:

12/2/97