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May-Wong Chou

Attorney at Law

November 24, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300002359319--8
-12/01/97-01131-001
*****70.00 *****70.00

RE: Incorporation of THE ANDRUS CORPORATION

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the Andrus Corporation, as well as a check in the amount of \$70.00 for filing fees.

Please feel free to contact this office with any questions.

Sincerely yours,

May-Wong Chou
May-Wong Chou
Attorney at Law

FILED
DIVISION OF STATE
SECRETARY OF CORPORATIONS
97 DEC - 12 PM 2:59

~~97-27125~~

121 North Osceola Avenue, Suite 312, Clearwater, Florida 33755
(813)461-7754 fax: (813)461-6952, e-mail: maywong@earthlink.net

12-12-97
12-4-97
WS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 4, 1997

MAY WONG CHOU
121 N. OSCEOLA AVE., SUITE 312
CLEARWATER, FL 33755

SUBJECT: THE ANDRUS CORPORATION
Ref. Number: W97000027125

We have received your document for THE ANDRUS CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 197A00057364

ARTICLES OF INCORPORATION
OF
ANDRUS & ASSOCIATES, INC.

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

ANDRUS & ASSOCIATES, INC.

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DIVISION OF CORPORATIONS
97 DEC 12 PM 3:01

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed is any or all lawful activity or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

Prepared by: May-Wong Chou, Esq., FB# 0008222

121 N.Osceola Ave., Ste. 312, Clearwater, FL 34615, (813)461-7754

ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 100 shares at a par value of \$1.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. Stock ownership is as follows:

Brian L. Andrus - 100 shares

ARTICLE FIVE

The beginning capital of this corporation shall be \$1000.00.

ARTICLE SIX

The corporation shall have the following Directors:

Brian L. Andrus, 500 N.Osceola Avenue, Ste.109, Clearwater, FL 33755 - Director

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

500 N.Osceola Avenue, Ste. 109

Clearwater, Florida 33755

ARTICLE EIGHT

The officers of the corporation shall be:

PRESIDENT; VICE PRESIDENT:
SECRETARY; TREASURER

Brian L. Andrus, 500 N. Osceola Avenue, Ste. 109
Clearwater, FL 33755

ARTICLE NINE

The registered agent and registered office of this corporation shall be:

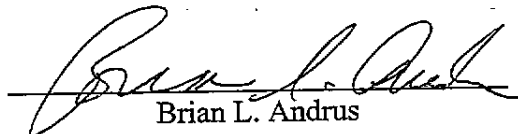
Brian L. Andrus
500 N. Osceola Avenue, Ste. 109
Clearwater, Florida 33755

ARTICLE TEN

The name and street address of the person signing these Articles of Incorporation as incorporator is as follows:

Brian L. Andrus- 500 N. Osceola Avenue, Ste. 109, Clearwater, FL 33755

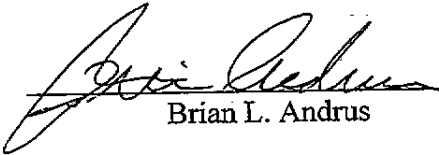
IN WITNESS WHEREOF, the undersigned has made, incorporated, and acknowledged these Articles of Incorporation this 21st day of November, 1997.


Brian L. Andrus

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT. I, BRIAN L.

ANDRUS, hereby accept designation as Registered Agent on this 21st day of

November, 1997.


Brian L. Andrus

500 N. Osceola Avenue, Ste. 109

Clearwater, Florida 33755

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