

ACCOUNT NO. : 072100000032

REFERENCE :

9104A

COST LIMIT : \$ 70.00

ORDER DATE: December 11, 1997

ORDER TIME: 8:56 AM

ORDER NO. : 632657-005

CUSTOMER NO:

9104A

CUSTOMER: Ms. Lori L. Ammons

HOLLAND & KNIGHT

Suite 1600

200 Central Avenue

St. Petersburg, FL 33701

DOMESTIC FILING

NAME:

ALLEN J. COHEN & ASSOCIATES,

INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

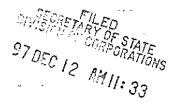
CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

DIVISION OF CORPORATION : ₩ IO:

600002370286--7

ARTICLES OF INCORPORATION OF ALLEN J. COHEN & ASSOCIATES, INC.



The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is ALLEN J. COHEN & ASSOCIATES, INC.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:
4626 Mirabella Court, St. Petersburg, FL 33706.

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Allen J. Cohen

Address: 4626 Mirabella Court, St. Petersburg, FL 33706

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name: Allen J. Cohen

Address: 4626 Mirabella Court, St. Petersburg, FL

33706.

ARTICLE V.

CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 9th day of December, 1997, for the purpose of organizing this Corporation under the laws of the State of Florida.

Allen J. Coher

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. Date: December 9, 1997.

Allen J. Cohen

97 DEC 12 MMH: 33