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LAW OFFICES OF

HOWARD J. SHIFKE, P. A.

HOWARD J. SHIFKE

FIRST OF AMERICA PLAZA
201 E. KENNEDY BOULEVARD
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January 7, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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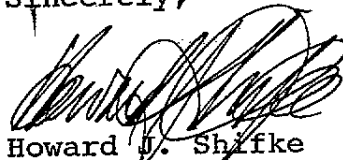
Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for Mel Shifke Associates, Inc. along with the filing fee of \$122.50 and Articles of Incorporation for On-Site Service, Inc. along with the filing fee of \$122.50.

Please stamp-date the copy and forward it to my office.

Thank you.

Sincerely,



Howard J. Shifke

HJS/alt
Enclosures

FILED
98 JAN -9 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-13-98

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name. The name of this corporation is MEL SHIFKE ASSOCIATES, INC.

2. Duration. The period of its duration is perpetual.

3. Purpose. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. Capital Stock. The corporation is authorized to issue 7,500 shares, all of one class, at no par value.

5. Initial Registered/Principal Office and Agent. The name of the initial registered agent and address of the initial registered/principal office of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Melvin S. Shifke	15332 S.W. 80th Lane Miami, Florida 33193

The above address is the mailing address of this corporation.

The above address is the principal address of this corporation.

6. Initial Board of Directors. This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Melvin S. Shifke

15332 S.W. 80th Lane
Miami, Florida 33193

7. Incorporator. The name and address of the Incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

Melvin S. Shifke

15332 S.W. 80th Lane
Miami, Florida 33193

8. By-law Amendment. The power to adopt, alter, amend, or repeal the By-laws of this corporation shall be vested in the Board of Directors.

9. Indemnification. The corporation may be empowered to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the By-laws of this corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

10. Informal Action of Directors. If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

11. Amendment of Articles. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

12. Pre-emptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

13. Director Conflict of Interest.

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approved such contract or transaction.

14. Informal Action of Shareholders. Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by all stockholders who would be entitled to vote upon such action at a stockholders meeting and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 23rd day of October, 1997.


INCORPORATOR

IN WITNESS WHEREOF the Registered Agent hereby accepts designation as Registered Agent of this Corporation, this 23d day of October, 1997. The undersigned subscriber hereby states that he is familiar with and accepts the duties and responsibilities as Registered Agent of this Corporation.

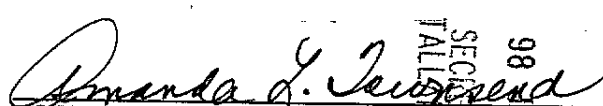

REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Melvin S. Shifke, to me known to be the person who executed the foregoing Articles of Incorporation, and the foregoing acceptance of designation as Registered Agent, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of October, 1997.


NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires

98
AM -9 AM 8:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



AMANDA L. TOWNSEND
My Commission CC494145
Expires Sep. 07, 1999