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DELMER C. GOWING III, P.A.

101 S.E. 6TH AVENUE

DELRAY BEACH, FLORIDA 33483-5261

ATTORNEYS AND COUNSELORS AT LAW

DELMER C. GOWING, III*

ROBERT R. ADLER

TELEPHONE (561) 276-0990

TELECOPIER (561) 276-5003

*ALSO ADMITTED IN

MICHIGAN AND ILLINOIS

EFFECTIVE DATE
1/19/98

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-01/20/98--01114--011

*****70.00 *****70.00

January 17, 1998

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

Re: Articles of Incorporation for Paraclete Resources, Inc.

Dear Sir or Madam:

Enclosed please find one original and one (1) copy of the Articles of Incorporation for Paraclete Resources, Inc., together with a check made payable to the Florida Department of State in the amount of \$70.00.

Very truly yours,

Robert R. Adler

Robert R. Adler

RRA/bb
Enclosure

FILED
98 JAN 20 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JMM-1/21/98

ARTICLES OF INCORPORATION

EFFECTIVE DATE
1/19/98

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Paraclete Resources, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be: 3445 NW 55th Street, Fort Lauderdale, Florida 33309.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000.

ARTICLE IV

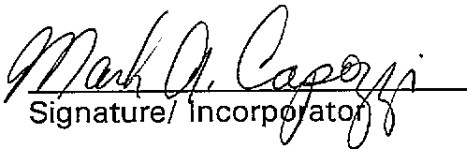
The name and street address of the initial registered agent are: Delmer C. Gowing III, Esquire, Delmer C. Gowing III, P.A., 101 S.E. 6th Avenue, Delray Beach, FL 33483-5261.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation are: Mark A. Capozee, I.F.S. Corporation of South Florida, 3445 NW 55th Street, Fort Lauderdale, FL 33309.

ARTICLE VI

The corporation shall become effective as of January 19, 1998.


Signature/ Incorporator

1/19/98
Date

98 JAN 20 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature/ Registered Agent

1/19/98
Date