

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Harin & Associates, Inc.

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DIVISION OF CORPORATION

Signature _____

Requested by: AS

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____ Dissolution / Withdrawal _____
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____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
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RP
01-23-98

ARTICLES OF INCORPORATION

OF

Karin & Associates, INC.

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The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

1. NAME

The name of this corporation is:

Karin & Associates, INC.

2. TERMS OF EXISTENCE

The date when the corporate existence shall commence shall be the date of the execution of these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

3. PURPOSE

The purpose for which this corporation is organized is to transact any and all business for which a corporation may be incorporated under Florida laws, including the ownership and operation of real property.

4. CAPITAL STOCK

The corporation shall have the authority to issue 1,000 shares of common stock, in one class only, each with a par value of \$1.00.

5. REGISTERED AGENT AND OFFICE
PRINCIPAL OFFICE AND ADDRESS

The registered agent shall be John G. Bianco, III, Esquire, and the initial registered office shall be at 705 West Azeele Street, Tampa, Florida 33606. The principal office and mailing address of the Corporation is 8414 Ridgebrook Circle, Odessa, Florida 33625.

6. BOARD OF DIRECTORS

The initial Board of Directors shall have two members whose names and addresses are as follows:

Karin Simonson	8414 Ridgebrook Circle, Odessa, Florida 33625.
Richard Simonson	8414 Ridgebrook Circle, Odessa, Florida 33625.
Jacqueline Bianco	6316 Nikki Lane, Tampa, Florida 33625.

The number of directors may be raised or lowered by amendment of the bylaws of the Corporation, but shall in no case be less than one.

7. INCORPORATOR

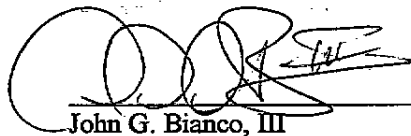
The incorporator of this Corporation is John G. Bianco, III, Esquire, whose address is 705 West Azeele Street, Tampa, Florida 33606.

8. SHAREHOLDERS' PREEMPTIVE 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 of the shares he holds at the time of issue bears to the total of numbers of shares outstanding, exclusive of treasury shares.

This right shall be deemed waived by any shareholder who does not exercise it and pays for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within (30) days of receipt of notice from such Corporation.

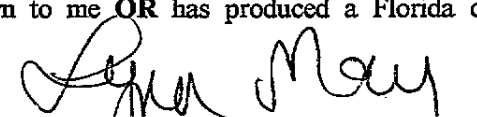
In witness thereof, the undersigned incorporator has executed these Article of Incorporation this January 21, 1998.



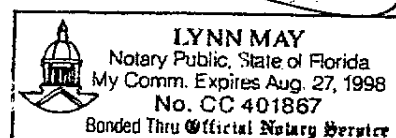
John G. Bianco, III

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this January 21, 1998, by John G. Bianco, III, who is personally known to me OR has produced a Florida driver's license as identification.

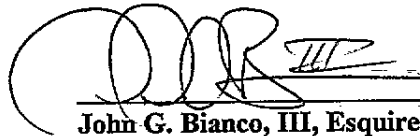


Notary Public - State of Florida at Large
My commission Expires:



ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process for Karin & Associates, Inc., at 705 West Azeele Street, Tampa, Florida 33606, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.


John G. Bianco, III, Esquire
Registered Agent

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