

WILLIAM R. BARKER
ATTORNEY AT LAW
20 NORTH EOLA DRIVE
ORLANDO, FLORIDA 32801-1695

(407) 422-3223

FAX - (407) 843-9046

FAX: (407) 972-1344

MAR 12 1998

WILLIAM R. BARKER

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

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***122.50 ***122.50

RE: TOM BURTON & ASSOCIATES, INC.

Dear Sir/Madam:

Enclosed are the original and copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing fee	\$35.00
Certified copy fee	\$52.50
Registered agent fee	\$35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,



William R. Barker

WRB/wf

Enclosures

cc: Thomas W. Burton

FILED
98 MAR 13 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-3-16-98

ARTICLES OF INCORPORATION
OF
TOM BURTON & ASSOCIATES, INC.

FILED
98 MAR 13 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is Tom Burton & Associates, Inc., and has its principal place of business at 7710 Meadowglen Drive, 32810.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida and this Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$0.10 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Thomas W. Burton
7710 Meadowglen Drive
Orlando, FL 32810

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

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

Thomas W. Burton
7710 Meadowglen Drive
Orlando, FL 32810

The person named as the initial director shall hold this office for the first year or until otherwise replaced by a successor.

ARTICLE IX. INCORPORATOR

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

Thomas W. Burton
7710 Meadowglen Drive
Orlando, FL 32810

ARTICLE X. AMENDMENT OF ARTICLES

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI. INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XII. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors and the Shareholders as provided by law; however, the Shareholders shall not have the power to adopt or amend the Bylaws that fixes a greater quorum or voting requirement for Shareholders than is required by law.

IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing Articles of Incorporation on the 12th of MARCH, 1998.

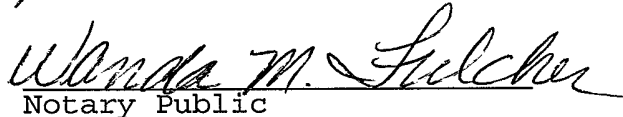


THOMAS W. BURTON

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public, personally appeared THOMAS W. BURTON to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation. He is personally known to me or produced FLA. D/L NO. B635839-53-302 as identification and an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of MARCH, 1998.



Notary Public

WANDA M. FULCHER
Notary Public, State of Florida
My Comm. Expires Aug. 17, 1999
Comm. No. CC477829

DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Tom Burton & Associates, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 7710 Meadowglen Drive, Orlando, County of Orange, State of Florida 32810, has named Thomas W. Burton, 7710 Meadowglen Drive, Orlando, County of Orange, State of Florida 32810, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:


Having been named to accept service of process for the above-named Corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


THOMAS W. BURTON
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

FILED
98 MAR 13 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 12th day of March, 1998, by THOMAS W. BURTON, who is personally known to me or produced FLA. D/L B635-839-53-302 as identification and who did not take an oath.


Notary Public

WANDA M. FULCHER
Notary Public, State of Florida
My Comm. Expires Aug. 17, 1999
Comm. No. CC477829