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ARTHUR D. DECKELMAN, P.A. & ASSOCIATES

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FL, NY, CA
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FL, NY
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April 14, 1998

SECRETARY OF STATE
Department of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **AUSTIN MICHAEL, INC.**
Our File Number: 8-139-D

100002489661--4
-04/15/98-01064--009
****122.50 ****122.50

Dear Sir or Madam:

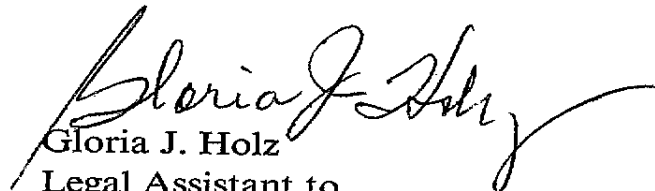
Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation, **AUSTIN MICHAEL, INC.**

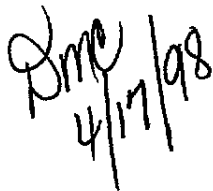
Also enclosed is a check in the amount of \$122.50 to cover the various fees. If you find that everything is in order, please return a certified copy of the articles to this office.

Thank you for your attention to this matter.

Very truly yours,

ARTHUR D. DECKELMAN, P.A.
& ASSOCIATES


Gloria J. Holz
Legal Assistant to
Arthur D. Deckelman, Esquire


DMC
4/17/98

/gjh
Enclosures

FILED
98 APR 15 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION.

OF

AUSTIN MICHAEL, INC.

FILED

98 APR 15 AM 8:07

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation ("Corporation") shall be:

AUSTIN MICHAEL, INC.

The street address of the principal office of this corporation shall be 2220-B Bancroft Circle South, Palm Harbor, Florida 34683, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

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 500 shares all of which shall be common stock, having a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. All shares shall be initially held by SHARI AMY WENTWORTH.

ARTICLE IV. TERM OF EXISTENCE

This Corporation is to exist perpetually.

**ARTICLE V. REGISTERED AGENT AND INITIAL
REGISTERED OFFICE**

The street address of the initial Registered Office of this Corporation shall be: 2220-B Bancroft Circle South, Palm Harbor, Florida 34683, and the name of the initial registered agent of the corporation of that address is SHARI AMY WENTWORTH.

ARTICLE VI. BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The initial Board of Directors shall consist of two members initially. The names and addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
SHARI AMY WENTWORTH Director	2220-B Bancroft Circle South Palm Harbor, Florida 34683
BRIAN DEAN WENTWORTH Director	2220-B Bancroft Circle South Palm Harbor, Florida 34683

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of this Corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

SHARI AMY WENTWORTH	-	PRESIDENT
BRIAN DEAN WENTWORTH	-	VICE PRESIDENT
BRIAN DEAN WENTWORTH	-	SECRETARY
SHARI ANY WENTWORTH	-	TREASURER

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of

Incorporation as the Incorporator is:

<u>Name</u>	<u>Address</u>
SHARI AMY WENTWORTH Director	2220-B Bancroft Circle South Palm Harbor, Florida 34683

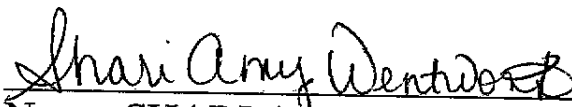
ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator of this Corporation has executed these Articles of Incorporation this 13th day of April, 1998.


Name: SHARI AMY WENTWORTH

STATE OF FLORIDA)
 : ss
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, personally appeared SHARI AMY WENTWORTH, to me known to be the person described as Incorporator

and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on the 13th day of April, 1998.

Arthur D Deckelman
NOTARY PUBLIC

(SEAL)

Name: _____
My commission _____
Arthur D Deckelman
My Commission CC686158
Expires July 20, 2001

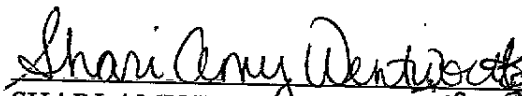
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE NAMING AGENT FOR UPON WHOM PROCESS
MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, AUSTIN MICHAEL, INC., desiring to organize under the laws of the State of Florida, with its principal office as Palm Harbor, Florida, County of Pinellas, State of Florida, wishes SHARI AMY WENTWORTH, as its agent, to accept service of process within this State.

ACKNOWLEDGEMENT:

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, and state that I am familiar with and accept the obligations of that position pursuant to Florida Statute §607.0501(3).


SHARI AMY WENTWORTH

STATE OF FLORIDA)
 : ss
COUNTY OF PINELLAS)

BEFORE ME, the undersigned officer, personally appeared SHARI AMY WENTWORTH, known to me to be the person whose name is subscribed to the instrument within and acknowledged that she executed same for the purposes contained therein.

WITNESS my hand and official seal in the County and State named above this 13th day of April, 1998.


NOTARY PUBLIC

Name: Arthur D Deckelman
My Commission CC885158
Expires July 20, 2001

FILED
APR 15 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA