

FLORIDA MANAGEMENT SERVICES ✓

Independent Accountants in Public Practice

P98 000037556

04/21/98

Florida Department of State
Corporate Records
P. O. Box 6327
Tallahassee, Florida 32301

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***122.50 ***122.50

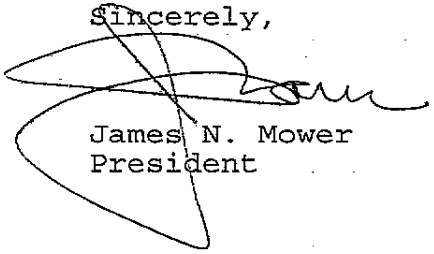
Re: Incorporation Application - PROVIEW, INC.

Attached are the Articles of Incorporation for the above
referenced Corporation and the necessary filing fees as follows:

| | |
|----------------------------------|----------|
| Filing fees: | \$35.00 |
| Designation of Registered Agent: | \$35.00 |
| Certified Copy: | \$52.50 |
| | ----- |
| | \$122.50 |
| | ===== |

Please send the certified copy of the articles to the address
below.

Sincerely,


James N. Mower
President

FILED
98 APR 23 AM 8:17
CLERK OF STATE
TALLAHASSEE, FLORIDA

F. CHESSER

APR 27 1998

598 22524

5201 West Kennedy Blvd., Suite 530, Tampa, Florida 33609
Phone (813) 870-3292 ~ Fax (813) 286-9604 ~ E-Mail FLMgmt@aol.com

ARTICLES OF INCORPORATION

OF

PROVIEW, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name and principal address of the corporation shall be

PROVIEW, INC.

3907 San Carlos
Tampa, Florida 33629

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 have outstanding at any one time is 7,500 shares of common stock having a par value of \$1 per share.

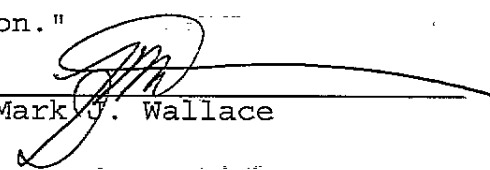
ARTICLE IV. REGISTERED AGENT ADDRESS

The street address of the initial registered office of the corporation shall be:

3907 San Carlos
Tampa, Florida 33629

The name and written acceptance of the initial registered agent of the corporation at that address is as follows:

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."


Mark J. Wallace

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

The corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

Director Mark J. Wallace
3907 San Carlos
Tampa, Florida 33629

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Secretary Mark J. Wallace
3907 San Carlos
Tampa, Florida 33629

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Mark J. Wallace
3907 San Carlos
Tampa, Florida 33629

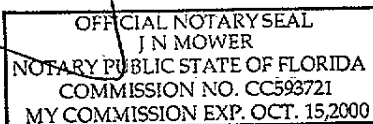
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 21st day of April, 1998.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21st day of April, 1998.

Notary Public, State of Florida



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TALLAHASSEE, FLORIDA