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FLORIDA DIVISION OF CORPORATIONS

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FROM: KRASNY AND DETIMER
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CONTACT: ROSEANN WHITNEY OR DALE A. DETTIMER
PHONE: (407) 723-5646
(407) 768-1147

FAX #:

NAME: MELBOURNE CORPORATE CENTER, INC.

AUDIT NUMBER.....H98000008789

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 11, 1998

KRASNY AND DETIMER

SUBJECT: MELBOURNE CORPORATE CENTER, INC.
REF: W98000010584

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please correct the stock in article 4 to be either ten thousand or one thousand.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000008789
Letter Number: 498A00025841

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
MELBOURNE CORPORATE PARTNERS, INC.

98 MAY 11 PM 3:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

The name of this Corporation is Melbourne Corporate Partners, Inc.

ARTICLE II

Term of Existence

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

ARTICLE III

Purpose

To engage in any activity or business lawful under the laws of the State of Florida or the United States of America.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value voting common stock and Twenty Thousand (20,000) shares of non-voting common stock having One Dollar (\$1.00) par value.

THIS INSTRUMENT PREPARED BY:

DALE A. DETTNER, ESQ.

780 S. Apollo Boulevard

Melbourne, Florida 32901

(407) 723-5646

Bar No. 172988

H98000008789 3

This Corporation is not authorized to issue shares in series.

ARTICLE V
Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office, Agent and Corporation

The initial street address in Florida of the initial registered office of this Corporation is 304 S. Harbor City Boulevard, Suite 201, Melbourne, FL 32901 and the name of the initial registered agent of this Corporation at that address is Dale A. Dettmer. The initial address of the Corporation is 304 S. Harbor City Boulevard, Suite 201, Melbourne, FL 32901.

ARTICLE VII
Board of Directors

The initial Board of Directors shall consist of two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified is as follows:

Richard L. Wagner
1451 Anglers Drive
Palm Bay, FL 32905

David T. McWilliams
1790 Highway A1A, #209
Satellite Beach, FL 32937

ARTICLE VIII
Cumulative Voting

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares to distribute them among as many candidates as he may wish. Notice must be given to the President of this Corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholders' meeting for the election of directors that said shareholder intends to accumulate his vote at the election.

ARTICLE IX
Incorporator

The name and address of the initial incorporator is as follows: Dale A. Dettmer, 304 S. Harbor City Boulevard, Suite 201, Melbourne, FL 32901.

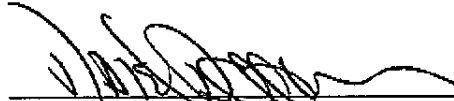
ARTICLE X
Amendment to Articles

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock.

ARTICLE XI
Acceptance by Registered Agent

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

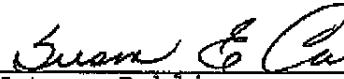
IN WITNESS WHEREOF, the undersigned has made and
 subscribed to these Articles of Incorporation in Melbourne, Brevard
 County, Florida, this 8 day of May, 1998.

 (Seal)
 Dale A. Dettmer, Incorporator &
 Registered Agent

STATE OF FLORIDA
 COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an officer
 duly qualified to take acknowledgments, personally appeared Dale A.
 Dettmer, and personally known by me to be the person described in
 and who executed the foregoing instrument and acknowledged before me
 that he executed the same.

WITNESS my hand and official seal in the County and State
 last aforesaid, this 8 day of May, 1998.


 Notary Public

My Commission Expires:



Susan E. Cassens
 MY COMMISSION # 00080413 EXPIRES
 October 15, 2000
 BONDED THRU TRACY FARM INSURANCE, INC.

FILED
 98 MAY 11 PM 3:23
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA