

P98000042575

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

Re ASSUMABLE EQUITIES, Inc.
(name of corporation)

Gentlemen:-

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00

This represents the cost of the Filing Fee, Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

KENNETH MILLER

(individuals name)

ASSUMABLE EQUITIES INC.

(name of corporation)

MS112A
8178 124 Terrace N.
Largo FL 33773

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-05/08/98--01047--011
*****70.00 *****70.00

APPROVED
AND
FILED
98 MAY -8 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 12 1998

ASSUMABLE EQUITIES INC.

(name of corporation)

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:

ASSUMABLE EQUITIES INC.

8178 124TH TER., LARGO FL 33773

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	KENNETH MILLER		
ADDRESS	8178 124TH TER.		
CITY	LARGO	FLORIDA	ZIP 33773

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	KENNETH MILLER		
ADDRESS	8178 124TH TER.		
CITY	LARGO	STATE FL	ZIP 33773
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP


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ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME KENNETH MILLER			
ADDRESS 8178 124TH TER.			
CITY LARGO	STATE FL	ZIP 33773	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 28th day of April 19 98.

 (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
 COUNTY OF Duval) SS

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Kenneth Miller

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid,

this 28 day of April 19 98.

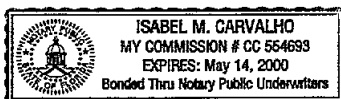
Personally Known.

(Notary Seal)

Isabel M. Carvalho

(Notary Public, State of Florida at Large)

My commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

ASSUMABLE EQUITIES INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

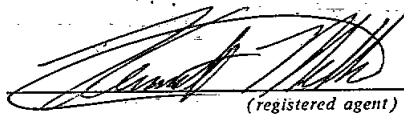
The above corporation, desiring to organize under the laws of the State of Florida
with its registered office as indicated in the Articles of Incorporation
at 8178 124TH TER., LARGO FL 33773

has named KENNETH MILLER

located at the aforesaid address, as its Registered 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 provisions of Florida Law in keeping open said
office.


(registered agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY -8 AM 9:20

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AND
FILED