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THOMAS A. MOSELEY
CHARTERED

ATTORNEY AT LAW
1724 MANATEE AVENUE WEST
BRADENTON, FLORIDA 34205

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June 3, 1998

Division of Corporations
Department of State
The Capitol
Tallahassee, Florida 32304

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-06/08/98--01120--014
****122.50 ****122.50

RE: Resource Enhancement, Inc.

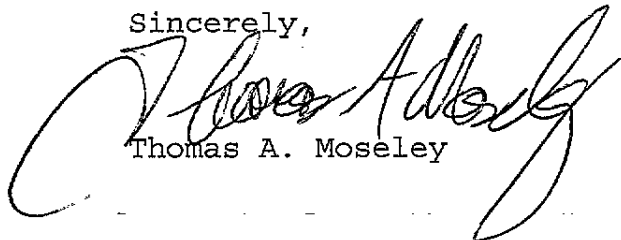
Gentlemen:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify it and return it to me.

The designation of the resident agent and location for the service of process, pursuant to Fla. Stat. §48.091, are set forth in the Articles of Incorporation.

A check is enclosed in the amount of \$122.50 to cover the filing fees and the certified copy.

Sincerely,



Thomas A. Moseley

TAM/jdw
Enc.
c:\wpdata\haley\resource.fil

EFFECTIVE DATE

6-3-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN -8 PM 2:43

FILED

98-000-98

6-3-98

ARTICLES OF INCORPORATION
OF
RESOURCE ENHANCEMENT, INC.

FILED
JUN -8 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. NAME. The name of this corporation is Resource Enhancement, Inc.

2. PURPOSE. The purpose for which the corporation is organized is:

The transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company or a building and loan association, mutual fire insurance association, co-operative association, fraternal benefit society, state fair or exposition.

3. CAPITAL STOCK. The aggregate number of shares of stock which the corporation shall have authority to issue is 1000 and each share shall be of the par value of \$1.

4. DURATION. The corporation shall have perpetual existence, and its existence shall commence on the date of the execution and acknowledgment of these Articles of Incorporation.

5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of the corporation is 1724 Manatee Avenue West, Bradenton, Florida 34205 and the name of the initial registered agent of the corporation at that address is Thomas A. Moseley. The principal business address of the corporation is 1724 Manatee Avenue West, Bradenton, Florida 34205.

6. NUMBER OF DIRECTORS. The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by by-laws by the stockholders, but shall never be less than two.

7. INITIAL DIRECTORS. The name and street address of each member of the initial Board of Directors, who shall hold office until the first annual stockholders' meeting or until a successor has been elected and qualified is:

<u>Name</u>	<u>Address</u>
David J. Haley	8 Dudley Circle Durham, NC 27703
Thomas A. Moseley	2301 Riverview Blvd. W. Bradenton, FL 34205

8. INCORPORATOR. The name and address of the incorporator is:

Thomas A. Moseley
2301 Riverview Blvd. W.
Bradenton, FL 34205

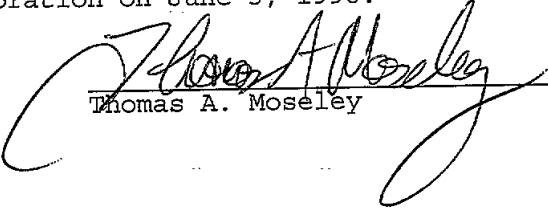
9. AMENDMENTS. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by the owners of a majority of the stock entitled to vote thereon; unless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

10. INITIAL OFFICERS. The names of the officers of the corporation, who shall hold office until the first meeting of the Directors following the first annual stockholders' meeting or until their successors have been elected and qualified, are as follows:

President - David J. Haley
Secretary - Thomas A. Moseley
Treasurer - Thomas A. Moseley

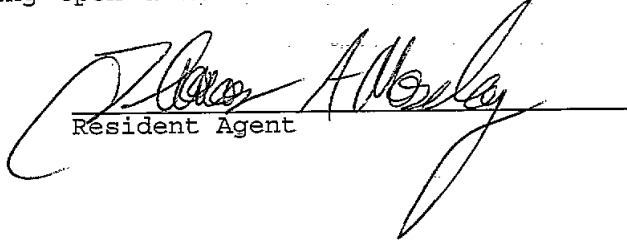
11. RESTRICTIONS ON TRANSFER OF STOCK. No share of the stock of the corporation may be sold or transferred, except by death, without giving the other stockholders of the corporation 60 days notice in writing of their option to purchase such stock at such price and on such terms as may be offered by other parties and acceptable to the stockholder desiring to sell. Such option shall inure to the benefit of the other stockholders (who desire to accept same) pro rata.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on June 3, 1998.


Thomas A. Moseley

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I hereby accept the designation as resident agent of the above corporation and agree to comply with the provisions of Fla. Stat. §48.091 relative to keeping open a location for the service of process.


Resident Agent

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EFFECTIVE DATE

6-3-98

FILED
98 JUN -8 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA