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LAW OFFICES
WALTER K. BLACKWELL P.A.
A PROFESSIONAL ASSOCIATION
3149 ROYAL BIRKDALE WAY • SPRUCE CREEK FLY-IN
DAYTONA BEACH, FLORIDA 32124

WALTER K. BLACKWELL

TELEPHONE
(904) 767-0501

EFFECTIVE DATE
6-18-98

June 17, 1998

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Fla. 32314

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-06/22/98--01031--015
****122.50 ****122.50

Re: SCPT CORP.

Gentlemen,

Please find enclosed an original and one copy of the Articles of Incorporation and Resident Agent form for the above referenced corporation, together with a check in the amount of \$122.50 which represents the following charges:

\$35.00 Filing Fee
\$52.50 Certified copy
\$35.00 Resident Agent Designation

\$122.50 Total

Kindly file this corporation, noting the effective date as of the date of signing and return a certified copy of the articles of incorporation to the undersigned.

Any questions please call collect at the above phone.

Sincerely,


Walter K. Blackwell

FILED
98 JUN 22 PM 2:56
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

6-23-98
MM

EFFECTIVE DATE
6-18-98

FILED
98 JUN 22 PM 2:56
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
SCPT CORP.

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, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be:

SCPT CORP.

ARTICLE II -PURPOSE

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz.:

- (a) To purchase, or in any way acquire for investment or for sale or otherwise, real property, personal property, contracts for the sale or purchase of real or personal property, buildings, improvements and real and personal property of every kind and nature either at retail or wholesale; to own, hold, rent, lease, manage, encumber, improve, exchange, buy and sell real property, collect rent, and do a general construction business, including construction, repair, remodeling, of buildings, improvements and public works of all kinds, and

performing of management and consultant services to the real estate and construction industries.

- (b) To deal in land, goods and services of every nature at retail or wholesale, for its own account or for the account of others.
- (c) To acquire, lease, manage, improve, operate or dispose of any real or personal property, whether or not required in conjunction with any businesses of the corporation.
- (d) To do such other acts; to engage in such other business or businesses; and to have such other rights and powers, and to have such other purposes as may now or hereafter be lawful and authorized under the laws of the State of Florida.

ARTICLE III – CAPITAL STOCK

The capital stock of this corporation shall consist of 5,000 shares of common stock with a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - DURATION

This corporation shall have a perpetual existence commencing upon the execution of these Articles of Incorporation by the undersigned subscriber.

ARTICLE V- INITIAL REGISTERED OFFICE

The street address of the initial principal office of this corporation is:

100 Cessna Blvd. Suite I
Daytona Beach, Fla. 32124

ARTICLE VI – INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is:

James Smith
100 Cessna Blvd. Suite I
Daytona Beach, Fla. 32124

The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall at all times have at least one Director. The number of Directors may be increased or decreased from time to time in the manner set forth in the Bylaws adopted by the shareholders, but there shall never be less than one.

ARTICLE VIII – INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors is as follows:

James Smith
100 Cessna Blvd. Suite I
Daytona Beach, Fla. 32124

ARTICLE IX- INCORPORATOR/SUBSCRIBER

The name and address of the persons signing these Articles of Incorporation and the number of shares of stock of this corporation which shall be issued to each person is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
James Smith	100 Cessna Blvd. Suite 100 Daytona Beach, Fla. 32124	100

ARTICLE X – MANAGEMENT
OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

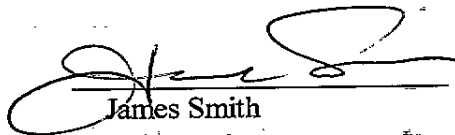
ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - 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 shareholders having the right to vote on any such amendment, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders entitled to vote thereon sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Daytona Beach, Florida, for the purposes and uses aforesaid, this 18th day of June 1998.


James Smith

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

The forgoing Articles of Incorporation were acknowledged before me this 18th day of June 1998 by James Smith, the subscriber to the said Articles of Incorporation, who personally is known to me and who further produced a Florida drivers license as identification.

(Affix Seal and Date of Expiration Below)



BARBARA G HUGGINS
My Commission CC565123
Expires Jul. 09, 2000

Notary Public, State of Florida
Sign Barbara G. Huggins
Print BARBARA G. HUGGINS
Personally Known
or Produced Identification _____
Type of ID Produced _____

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT SCPT CORP., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS
OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
THE CITY OF DAYTONA BEACH, STATE OF FLORIDA HAS NAMED JAMES
SMITH, LOCATED AT 100 CESSNA BLVD. SUITE I, DAYTONA BEACH,
FLORIDA 32124, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE: 

JAMES SMITH,
AS PRESIDENT

DATE: 6-18, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

JAMES SMITH,
AS RESIDENT AGENT

DATE: 6-18, 1998

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 JUN 22 PM 2:56

FILED