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June 30, 1998

Florida Department of State
Division of Corporations
Qualification/Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

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-07/02/98--01062--002
****122.50 ****122.50

RE: Articles of Incorporation of Powers & Associates of Central Florida, Inc.

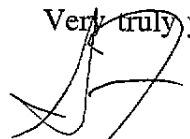
Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Incorporation of Powers & Associates of Central Florida, Inc. (the "Corporation"), together with a check in the amount of \$122.50 payable to the Florida Department of State to cover filing fees, the designation of the Corporation's registered agent, and a certified copy of the Corporation's Articles of Incorporation.

Please file the enclosed Articles, and return to me a certified copy thereof. If you have any questions, please contact me at the above address or phone number.

Thank you for your attention to this matter.

Very truly yours,



Gary A. Forster

GAF/mrw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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WS

**ARTICLES OF INCORPORATION
OF
POWERS & ASSOCIATES OF CENTRAL FLORIDA, INC.**

FILED STATE
SECRETARY OF CORPORATIONS
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THE UNDERSIGNED, acting as sole incorporator of **POWERS & ASSOCIATES OF CENTRAL FLORIDA, INC.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is **POWERS & ASSOCIATES OF CENTRAL FLORIDA, INC.**

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, one cent (\$.01) par value per share.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 11945 Eddy Drive, Winter Garden, Florida 34787. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is 11945 Eddy Drive, Winter Garden, Florida 34787.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 11945 Eddy Drive, Winter Garden, Florida 34787, and the initial Registered Agent at such address is Phyllis F. Powers.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is two (2). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as the initial Director until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

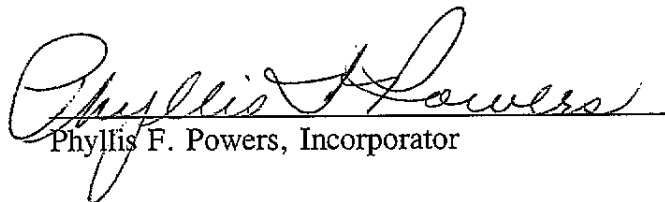
| | |
|-------------------|--|
| Phyllis F. Powers | 11945 Eddy Drive Winter Garden, Florida 34787 |
|-------------------|--|

| | |
|----------------|--|
| Fred A. Powers | 11945 Eddy Drive Winter Garden, Florida 34787 |
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ARTICLE VII
INCORPORATOR

The name and address of the sole incorporator of the corporation is Phyllis F. Powers, 11945 Eddy Drive, Winter Garden, Florida 34787.

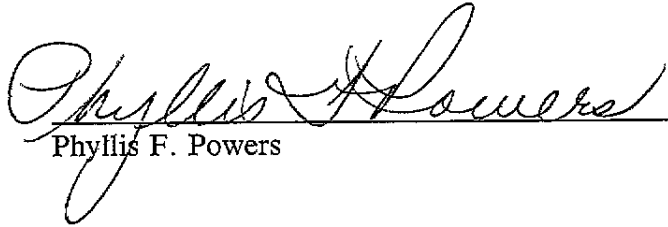
IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 30th day of June, 1998.


Phyllis F. Powers, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that she is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to her as Registered Agent of the corporation.

DATED this 30th day of June, 1998.


Phyllis F. Powers

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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