

KEANE & MURPHY

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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STUART, FLORIDA 34994
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PLEASE REPLY TO NAPLES OFFICE

P98000063091
July 9, 1998

Secretary of State
Division of Corporations
P.O. Box 6237
Tallahassee, Florida 32301

800002589688--9
-07/15/98--01059--002
****122.50 ****122.50

Re: Source One Associates, Inc.

Dear Sir or Madam,

Enclosed please find Articles of Incorporation together with a Designation of Registered Agent to be filed in connection with the above-referenced corporation.

Also enclosed is this firm's check in the amount of \$122.50 payable to the Secretary of State in payment for the following:

Filing Fees	\$35.00
Designation of Reg. Agent	\$35.00
Certified Copy of Articles of Inc.	<u>\$52.50</u>

TOTAL \$122.50

Kindly return the enclosed Articles of Incorporation to this office in the enclosed, self-addressed, stamped envelope.

Thank you for your cooperation.

Sincerely,



Frank P. Murphy, Esq.

FFM/vw
Enclosed

Articles of Incorporation
Designation of Registered Agent

Vicki GAVE
INFORMATION BY PHONE TO
SECRET *Article II - add Bond Springs*
JUL 12 7/15
EXAM *BB*
BOARD CERTIFIED:

APPROVED
AND
FILED
98 JUL 15 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SERVING:
NAPLES
FT. MYERS
LAKE LAND
STUART



B. BROCK. JUL 17 1998

ARTICLES OF INCORPORATION FOR SOURCE ONE ASSOCIATES, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be Source One Associates, Inc.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. STOCK

This corporation is authorized to issue one million (1,000,000) shares of common stock at One Dollar (\$1.00) par value.

ARTICLE V. REGISTERED AGENT

The name and address of the initial registered agent and office of this corporation are as follows: Berton Alan Willer, 12643 Hunters Lakes Ct., Florida 34135.
Bonita Springs

ARTICLE VI. DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial directors of this corporation are: Berton Alan Willer and Eileen Jo Willer, both having the address of 12643 Hunters Lakes Ct., Bonita Springs, Fl. 34135.

ARTICLE VII. OFFICERS

The initial officers shall be President, Vice-president, Secretary and Treasurer.

APPROVED
AND
FILED
98 JUL 15 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these Articles of Incorporation is: Berton Alan Willer, whose address is 12643 Hunters Lakes Ct., Bonita Springs, Fl. 34135.

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this revision.

ARTICLE X. RIGHT TO PURCHASE STOCK

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices and terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of a notice from the corporation.

ARTICLE XI. VOTING

All shares of stock shall be entitled to cumulative voting in the election of the Board of Directors.

~~IN WITNESS WHEREOF~~, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of JULY, 1998.



Berton Alan Willer

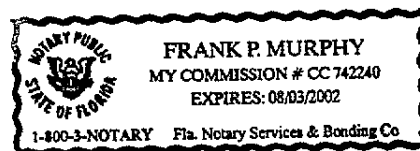
STATE OF FLORIDA

COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, a Notary Public duly licensed to take acknowledgements in the State and County aforesaid, personally appeared Berton Alan Willer, who executed the foregoing articles of incorporation for Source One Associates, Inc., and who produced W460-061-35-377-0 as identification.

WITNESS my hand and official seal in the County and State aforesaid this 7th day of July, 1998.


Notary Public, State of Florida



DESIGNATION AND ACCEPTANCE OF REGISTERED OFFICE AND REGISTERED AGENT

The undersigned subscriber of Source One Associates, Inc., hereby designates the following individual as registered agent for this corporation, and the following address as the registered office of the corporation: Berton Alan Willer, 12643 Hunters Lakes Ct., Florida 34135

B.A. Willer (SEAL)
Berton Alan Willer

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of Source One Associates, Inc.

DATED this 7th day of July, 1998.

B.A. Willer (SEAL)
Berton Alan Willer

APPROVED
AND
FILED
98 JUL-15 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA