

THE UNITED STATES **CORPORATION**

ACCOUNT NO. : 072100000032

REFERENCE: 896309

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : July 17, 1998

ORDER TIME : 3:21 PM

ORDER NO. : 896309-005

CUSTOMER NO:

10450A

CUSTOMER: Mike Miller, Esq

MICHAEL MILLER, ESQ

15438 N. Florida Avenue

Tampa, FL 33613

100002593701--1

DOMESTIC FILING

NAME:

SLS & ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

2544 W98-16524

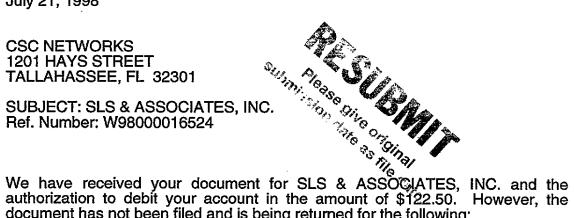


FLORIDA DEPARTMENT OF STATE Sandra B. Mortham

Secretary of State

July 21, 1998

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

SUSAN L. STINSON & ASSOCIATES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SUSAN L. STINSON & ASSOCIATES, INC.

The address of the principal office of this corporation shall be 900 Wren Avenue, Miami Springs, Florida 33166 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VII. INCORPORATOR

The name and street_address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

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IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 20, 1998.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

Its Agent Karen B Rozar

DKS/clb