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Barry & Perri Brown
1245 Westlake Blvd.
Naples FL 34103

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Perri Brown, Inc.
(Corporation Name) (Document #)
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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98 AUG -3 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
8/6/98

ARTICLES OF INCORPORATION

OF

PERRI BROWN, INC.

FILED

98 AUG -3 AM 11:08

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following articles of incorporation:

ARTICLE I
NAME

The name of the corporation is PERRI BROWN, INC..

ARTICLE II
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III
PURPOSE

The corporation is formed to provide ANY ACTIVITIES AS PERMITTED UNDER APPLICABLE FLORIDA STATUTES and to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1000, all of which shall be common shares with a par value of \$ 0.

ARTICLE V
PRINCIPAL OFFICE, REGISTERED OFFICE & MAILING ADDRESS

The principal place of business, registered office and mailing address of the corporation is 1245 WESTLAKE BLVD., NAPLES, FL 34103, and the name of the initial registered agent at such address is PERRI BROWN. The registered offices' phone number is 941-261-1556.

ARTICLE VI
MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VII
INCORPORATORS, SUBSCRIBERS, STOCKHOLDERS AND OFFICERS

The initial subscribers, stockholders and officers are:

PRESIDENT

PERRI BROWN
1245 WESTLAKE BLVD.
NAPLES, FL 34103

VICE-PRESIDENT

BARRY BROWN
1245 WESTLAKE BLVD.
NAPLES, FL 34103

SECRETARY

PERRI BROWN
1245 WESTLAKE BLVD.
NAPLES, FL 34103

TREASURER

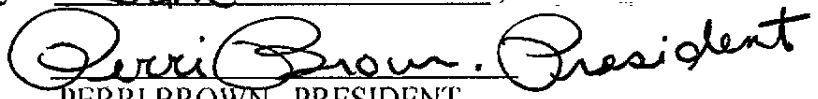
BARRY BROWN
1245 WESTLAKE BLVD.
NAPLES, FL 34103

ARTICLE VIII
SPECIAL PROVISIONS

It is the intent of the corporation to obtain and maintain a tax status as an S corporation under the provisions of the Internal Revenue Code of the United States.

ARTICLE VIII
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence when these Articles are filed with the Office of the Secretary of State, State of Florida. IN WITNESS WHEREOF, I have subscribed my name this 1st day of June, 1998.


PERRI BROWN, PRESIDENT

STATE OF FLORIDA
COUNTY OF COLLIER

ON THIS 1st DAY OF June, 1998
BEFORE ME PERSONALLY APPEARED Perri L. Brown, FLORIDA
DRIVERS LICENSE NUMBER B65067258760-0, KNOWN TO
ME TO BE THE PERSONS WHOSE NAMES ARE SUBSCRIBED TO THE WITHIN INSTRUMENT, AND
ACKNOWLEDGED THAT THEY EXECUTED THE SAME FOR THE PURPOSE THEREIN CONTAINED.

IN WITNESS WHEREOF, I HEREUNTO SET MY HAND AND
OFFICIAL SEAL.



Nanette M. Mack
MY COMMISSION # CC517430 EXPIRES
December 12, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

A handwritten signature in cursive script that reads "Nanette M. Mack". The signature is written in dark ink and is positioned to the right of the notary seal.

NOTARY PUBLIC
MY COMMISSION EXPIRES:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICES OF PROCESS WITH IN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 607.0505, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

THAT PERRI BROWN, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION, IN
THE COUNTY OF COLLIER, STATE OF FLORIDA, HAS NAMED PERRI BROWN LOCATED AT 1945
WESTLAKE BLVD., NAPLES, FLORIDA, COUNTY OF COLLIER, STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICES OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

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


PERRI BROWN

6/1/98
DATE

STATE OF FLORIDA

FILED
98 AUG -3 AM 11:08
TALLAHASSEE
SECRETARY OF STATE
FLORIDA