

LAW OFFICES OF
Alan Kay, P.A.

8668 Park Boulevard North, Suite #F
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ALAN KAY

SEPIDEH S. ESKANDARI

P 98 0000 74220

August 20, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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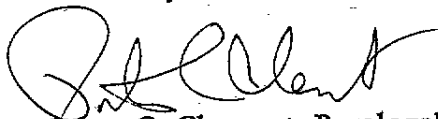
Re: Howard Clark, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above corporation and a check for \$122.50 for the filing fee.

Please mail the completed paperwork to our office.

Sincerely,



Peter C. Clement, Paralegal to
Alan Kay, P.A.

FILED
98 AUG 24 AM 7:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEB AUG 25 1998

ARTICLES OF INCORPORATION
OF
HOWARD CLARK, INC.,

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

FILED
98 AUG 28 AM 7:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation shall be: HOWARD CLARK, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the filing date of these Articles with the Department of State.

ARTICLE III - PURPOSE/NATURE

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1000 shares of \$1.00 par value common stock at any one time, to be referred to as "Class A Voting Stock", even though there is only one class of stock at this time.

ARTICLE V - PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is in an incorporated part of Pinellas County, Florida, at and with the mailing address being:

510-80th Avenue N.
St. Petersburg, FL 33702

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is:

8668 Park Blvd. N., #F
Seminole, Florida 33777

and the name of the initial Registered Agent of this Corporation at that address is:
ALAN KAY.

ARTICLE VIII - EFFECTIVE DATE OF INCORPORATION

The effective date of the incorporation of this Corporation shall be the date of filing with the Department of State, as indicated by the Division of Corporations on the initial Certificate of Incorporation.

ARTICLE IX - INTERNAL REVENUE ELECTIONS

It is the intent of the Incorporator that the Corporation will qualify under Section "1244" of the Internal Revenue Code. The corporation may take the latter actions necessary to obtain and maintain a status as an "S Corporation". This shall become effective upon application to the Internal Revenue Service on Form SS-4 and the application for a Federal Identification Number, at such time as deemed appropriate by the shareholder(s).

ARTICLE X - INITIAL BOARD OF DIRECTORS

This Corporation shall initially have ONE (1) Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws, however, there shall never be less than ONE (1) Director nor more than five (5). The name and address of the initial Board of Directors of the Corporation is:

Howard Clark
510-80th Avenue N.
St. Petersburg, FL 33702

ARTICLE XI - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Howard Clark
510-80th Avenue N.
St. Petersburg, FL 33702

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

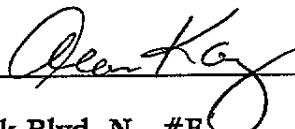
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 14 day of August, 1998.


Howard Clark, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION
HOWARD CLARK, INC.

FILED
98 AUG 24 AM 7:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALAN KAY, a Florida resident, having a business office located at 8668 Park Blvd. N, #F, Seminole, Florida 33777 and having been named as the Registered Agent to accept service of process for the above named Corporation, at the place designated in this foregoing Articles of Incorporation, and who is familiar with and accepts the duties and responsibilities as Registered Agent for said Corporation under Section 607.0505, Florida Statutes, this 18th day of August, 1998.


Alan Kay
8668 Park Blvd. N., #F
Seminole, FL 33777
Tel: (727) 393-5700