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WESTMAN AND LINTZ

ATTORNEYS AT LAW

1970 MICHIGAN AVENUE - BUILDING F
COCOA, FLORIDA 32922

ROBERT T. WESTMAN
LESTER LINTZ

TELEPHONE 407/690-1970
FAX 407/690-2349

November 10, 1998

SECRETARY OF STATE
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32301

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****122.50 *****78.75

Re: Port St. John Investments, Inc.

Enclosed find the following documents:

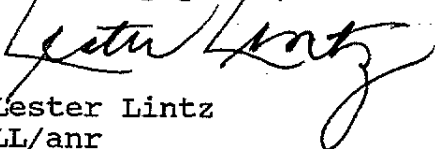
1. Original and one copy of Articles Of Incorporation.
2. Original and one copy of Registered Agent Certificate.
3. Our trust account check in the amount of \$122.50.

Our check represents the following fees:

Filing fee	\$ 35.00
Certified copy of Articles	52.50
Registered Agent fee	<u>35.00</u>
	\$122.50.

Please return the certified copy of the Articles Of Incorporation.

Sincerely yours,



Lester Lintz
LL/anr
Enclosures

FILED
98 NOV 12 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/16/98
WMM

ARTICLES OF INCORPORATION
OF
PORT ST. JOHN INVESTMENTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is PORT ST. JOHN INVESTMENTS, INC.

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these Articles are filed with the Secretary Of State.

Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$5.00 par value common stock.

Article V - Preemptive Rights

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which such Stockholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office And Agent

The street address of the initial registered office of this corporation is 402 High Point Drive - #101, Cocoa, FL 32926.

The name of the initial Registered Agent of this corporation at that address is MAHESH R. SHAH.

The principal office of this corporation is 402 High Point Drive - #101, Cocoa, FL 32926.

Article VII Initial Board Of Directors

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial Directors of this corporation are:

MAHESH R. SHAH
402 High Point Drive - #101
Cocoa, FL 32926

GERALD R. LASHOBER
5315 Curtis Boulevard
Cocoa, FL 32927.

Article VIII - Incorporator

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

MAHESH R. SHAH
402 High Point Drive - #101
Cocoa, FL 32926.

Article IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board Of Directors and the Stockholders.

Article X - Compensation of Directors

The Stockholders of this corporation shall have the exclusive authority to fix the compensation of Directors of this corporation.

Article XI - Indemnification

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles Of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles Of Incorporation this 30th day of October, 1998.


MAHESH R. SHAH
Subscriber

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this 30th day of October, 1998, by MAHESH R. SHAH, who is personally known to me.


Notary Public (SEAL)

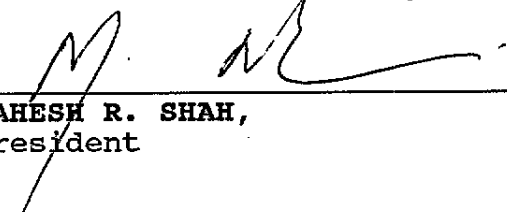
REGISTERED AGENT CERTIFICATE

The below named corporation maintains an office at the address below, and appoints the below named person as its Registered Agent thereat to accept service of process on behalf of said corporation:

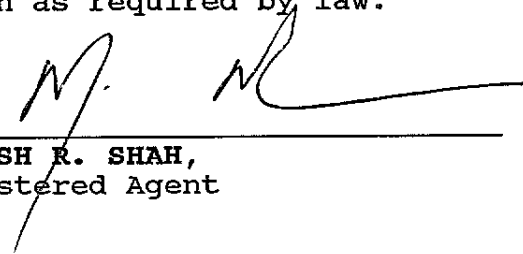
REGISTERED AGENT'S NAME: **MAHESH R. SHAH**

PRINCIPAL STREET ADDRESS OF CORPORATION: 402 High Point Drive - #101
Cocoa, FL 32926

PORT ST. JOHN INVESTMENTS, INC.

By 
MAHESH R. SHAH,
President

The undersigned, having been appointed as Registered Agent to accept service of process on behalf of said corporation at the office designated above, hereby accepts said appointment and agrees to keep said office open as required by law.


MAHESH R. SHAH,
Registered Agent

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TALLAHASSEE, FLORIDA