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CLEARWATER, FLORIDA 33756
(727) 441-8966 FAX (727) 442-8470

IN REPLY REFER TO

February 5, 1999

Clearwater

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

Re: **Associated Holdings, Inc.**

000002772460--8
-02/11/99--01029--004
****122.50 *****78.75

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$122.50 for the filing fees. Please proceed to process these Articles as soon as possible and notify my office of the assigned document number.

Thank you for your cooperation and assistance. If you have questions upon receipt of this letter, please call my office immediately.

Sincerely,


Thomas C. Nash, II

TCN/skb

Enclosure

FILED
99 FEB 11 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ASSOCIATED HOLDINGS, INC.

ARTICLE I
Name and Address

The name of this corporation is ASSOCIATED HOLDINGS, INC., whose place of business is located at 245 10th Avenue North, Safety Harbor, FL 34695.

ARTICLE II
Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III
Purpose

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

ARTICLE IV
Capital Stock

This corporation is authorized to issue Five Thousand (5,000) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 625 Court Street, Suite 200, Clearwater, FL 33756 and the name of the initial registered agent of this corporation at that address is THOMAS C. NASH, II.

ARTICLE VI
Initial Board of Directors and Officers

This corporation shall have two (2) directors and two (2) officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Billy Francis Hooks	245 10th Avenue North Safety Harbor, FL 34695	President/Director
Melody Mary Hooks	245 10th Avenue North Safety Harbor, FL 34695	Secretary/Treasurer/ Director

ARTICLE VII
Incorporators

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

<u>Name</u>	<u>Address</u>
Thomas C. Nash, II	625 Court Street, Suite 200 Clearwater, Florida 33756

ARTICLE VIII
Bylaws

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

ARTICLE IX
Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

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 provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

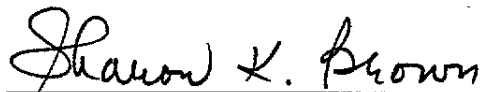
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of February, 1999.


Incorporator THOMAS C. NASH, II

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, THOMAS C. NASH, II, to me personally known or who has produced N/A as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 5th day of February, 1999.

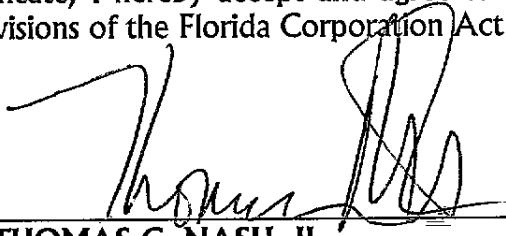

Notary Public
Print Name: SHARON K. BROWN
My Commission Expires: _____

SHARON K. BROWN
Notary Public, State of Florida
My Comm. Exp. Apr. 13, 2002 - No. CC716290

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for ASSOCIATED HOLDINGS, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.



THOMAS C. NASH, II

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99 FEB 11 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA