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COVER LETTER

FOR

ARTICLES OF INCORPORATION for PARISOFF, INC..

JAMES R. WOLDSETH, C.P.A.  
9750 SEMINOLE BLVD.  
SEMINOLE, FLORIDA 33772

JAN. 4, 1999

HONORABLE ~~ANTHONY~~ HARRIS  
SECRETARY OF STATE  
STATE OF FLORIDA

99 FEB 22 AM 10:02  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEAR MRS. HARRIS:

ENCLOSED YOU WILL FIND THE ARTICLES OF INCORPORATION FOR  
PARISOFF, INC. IN ADDITION, YOU WILL FIND  
A CHECK FOR \$70.00 (SEVENTY DOLLARS) TO COVER FILING FEES.

THE RETURN ADDRESS FOR ACKNOWLEDGEMENT OF ACCEPTANCE OF  
THESE ARTICLES IS AT THE OFFICE OF THE INCORPORATOR:

JAMES R. WOLDSETH, C.P.A.  
9750 SEMINOLE BLVD.,  
SEMINOLE, FLORIDA 33772  
(727) 397-4135

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-02/22/99--01122--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

IF THERE ARE ANY QUESTIONS, ADDITIONAL INFORMATION, OR  
REQUIREMENTS NEEDED FOR FILING, PLEASE CONTACT JAMES R.  
WOLDSETH.

RESPECTFULLY,

*James R. Woldseth*

JAMES R. WOLDSETH

T.A.-2/24/99

ARTICLES OF INCORPORATION  
OF  
PARISOFF, INC.

FILED  
99 FEB 22 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is Parisoff, Inc.  
The principal location of the corporation is 11947 Temple Ct.,  
Seminole, FL 33772.

ARTICLE II. DURATION

The duration of the corporation shall be perpetual,  
and its corporate existence shall commence upon the filing  
of these Articles of Incorporation.

ARTICLE III. PURPOSE

The purposes for which this corporation is formed are  
to engage in any lawful act or activity of business for  
which corporations may be incorporated pursuant to law.

ARTICLE IV. SHARES

The aggregate number of shares which the corporation  
shall have authority to issue is 100 nonassessable, have a  
par value of \$1.00 (one-dollar) per share.

Without derogation to any other power to purchase shares  
of the corporation as permitted by law, the corporation, by  
action of the Board of Directors may purchase or redeem out-  
standing shares as permitted by its bylaws or agreement en-  
tered into by its shareholders.

ARTICLE V. REGISTERED OFFICE

The Registered Office of the corporation shall be:  
11947 Temple Court, Seminole, FL 33772.

ARTICLE VI. APPOINTMENT OF REGISTERED AGENT

APPOINTMENT: Mark Parisoff, 11947 Temple Court, Seminole, Florida 33772, is hereby appointed as the Registered Agent at the Registered Office of the corporation.

ACCEPTANCE: I hereby accept my appointment as the Registered Agent of Parisoff, Inc, on whom process and other notice may be served. I am familiar with and accept the obligations provided for in Florida Stat. Ann. Sec. 607.325.

Date: \_\_\_\_\_

1. 4. 99



Mark Parisoff  
11947 Temple Court  
Seminole, FL 33772

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of Directors composing the Initial Board of Directors is (2). The names and addresses of the members of the Initial Board of Directors are:

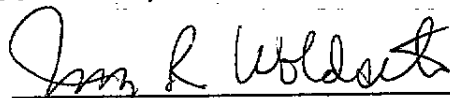
Mark Parisoff - President & Treas.  
11947 Temple Court  
Seminole, Florida 33772

Vickie Parisoff - Vice President & Secretary  
11947 Temple Court  
Seminole, Florida 33772

FILED  
99 FEB 22 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator is James R. Woldseth, 9750 Seminole Blvd., Seminole, Florida 33772.

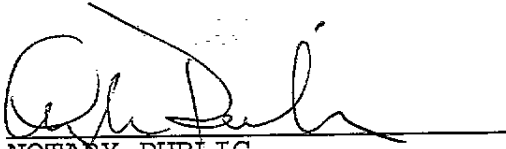


James R. Woldseth  
Incorporator

ACKNOWLEDGEMENT

COUNTY OF PINELLAS }  
STATE OF FLORIDA }

Before me, a Notary Public in and for the County and State aforesaid, personally appeared James R. Woldseth, Incorporator of Parisoff, Inc. who acknowledged that he signed the foregoing Articles of Incorporation his free act and deed on this 4 day of January, 1999.

  
NOTARY PUBLIC

My commission expires:



Angela Perkins  
MY COMMISSION # CC588499 EXPIRES  
November 29, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.