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February 24, 1999

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Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee, FL 32399

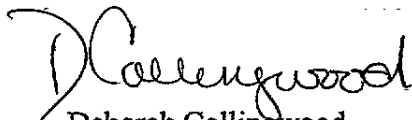
Re: Corporate Headquarters, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for Corporate Headquarters, Inc. and a check for \$70.00 for filing fees.

If you should have any questions, please contact me at (352)596-0988. Thank you for your assistance in this matter.

Sincerely,


Deborah Collingwood

DC

Enclosures

FILED
99 FEB 26 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
3/3/99

**ARTICLES OF INCORPORATION
OF
CORPORATE HEADQUARTERS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is **CORPORATE HEADQUARTERS, INC.**

ARTICLE II - DURATION

As provided in Florida Statutes, Chapter 607, this Corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Common Stock at \$1.00 par value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata 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 **4367 Tahiti Drive, Hernando Beach, FL 34607**, and the name of the initial registered agent of this Corporation at that address is **ROBERT QUARANTA**.

ARTICLE VII - INITIAL ADDRESS OF THE CORPORATION

The street address of the initial office of this Corporation is **4367 Tahiti Drive, Hernando Beach, FL 34607.**

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

**DEBORAH A. COLLINGWOOD, PRESIDENT
4367 Tahiti Drive
Hernando Beach, FL 34607**

ARTICLE IX - INCORPORATORS

The name and address of the persons signing these articles are:

**DEBORAH A. COLLINGWOOD, PRESIDENT
4367 Tahiti Drive
Hernando Beach, FL 34607**

ARTICLE X - BY LAWS

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

ARTICLE XI - 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 shareholders is subject to this reservation.

ARTICLES XII - INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all it's directors, officers, employees and agents, and former directors,

officers, employees and agents from and against all liabilities and obligations including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

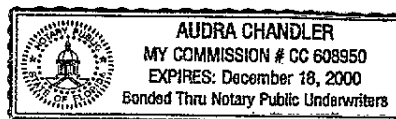
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 18th day of February, 1999.


DEBORAH A. COLLINGWOOD
PRESIDENT

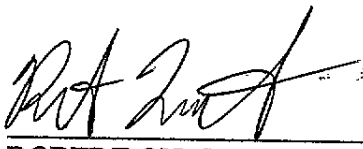
STATE OF FLORIDA
COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me this 18th day of February, 1999, by **DEBORAH A. COLLINGWOOD** who has produced a Florida Drivers License as identification.


NOTARY PUBLIC



Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto.



ROBERT QUARANTA

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99 FEB 26 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA