

P990000024525



RUSSELL JOHNS ASSOCIATES, LTD.
Publishers Representative

March 5, 1999

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

500002809525--D
-03/17/99--01078--023
*****78.75 *****78.75

RE: Incorporation of Russell Johns Associates, Inc.

Dear Sir/Madam:

Please find enclosed two originals of the Articles of Incorporation of Russell Johns Associates, Inc. along with the Certificate of Resident Agent.. Please file these Articles and return a certified copy to the undersigned.

I also enclose a check in the amount of \$78.75 for this filing.

Sincerely,


John C. Page
President

JCP/bef
Enclosures

~~W99 5959~~
Dmc
3/11/99

FILED
99 MAR 17 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RUSSELL JOHNS ASSOCIATES, INC.

FILED

99 MAR 17 AM 10:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME AND PRINCIPAL ADDRESS.

The name of this corporation is: Russell Johns Associates, Inc., whose principal address is 1001 South Myrtle Avenue, Suite 7, Clearwater, FL 33756.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (100) shares of common stock (having a par value of 1.00 per share).

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND ADDRESS.

The Registered Agent and his street address in the State of Florida shall be:

John C. Page
1001 South Myrtle Avenue, Suite 7
Clearwater, FL 33756

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The name of the initial director of this Corporation and his street address is:

John C. Page
1001 South Myrtle Avenue, Suite 7
Clearwater, FL 33756

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

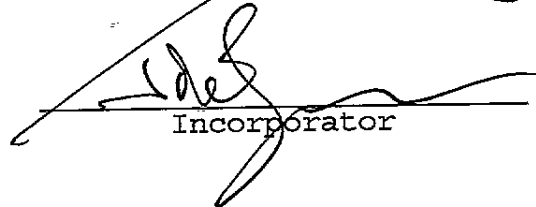
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

John C. Page
1001 South Myrtle Avenue, Suite 7
Clearwater, FL 33756

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

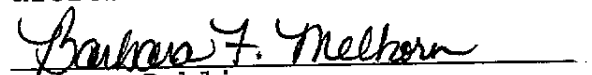
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 12th day of February, 1999.

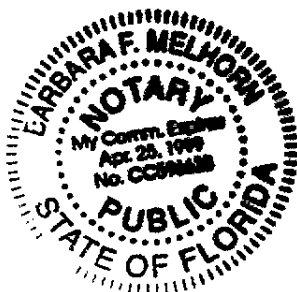

Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 12th day of February, 1999, before me personally appeared, John C. Page, who is personally known to me, and who executed the foregoing instrument and he acknowledged the execution thereof to be his free act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal at Clearwater, County of Pinellas, State of Florida, the day and year last aforesaid.


Notary Public
My Commission Expires: 4-25-99



FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED 99 MAR 17 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That Russell Johns Associates, Inc., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 1001 South Myrtle Avenue, Suite 7, City of Clearwater, County of Pinellas, State of Florida has named John C. Page, located at 1001 South Myrtle Avenue, Suite 7, City of Clearwater, County of Pinellas, State of Florida as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY: 

John C. Page,
Registered Agent