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LETTER OF TRANSMITTAL

Date 5-12-99

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 JUN -1 AM 9:41

FILED

Re: LOUIS R. THALHOFER & ASSOCIATES, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

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-06/01/99--01126--017
122.50 **78.75

Louis R. Thalhofer
(individual's name)
LOUIS R. THALHOFER

LOUIS R. THALHOFER & ASSOCIATES, INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
P.O. BOX 687		
CLEARWATER, FL. 33757		
PHONE		
(727)	587-0103	
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

FILED

1999 JUN -1 AM 9:41

of

LOUIS R. THALHOFER & ASSOCIATES, INC.
(name of corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

LOUIS R. THALHOFER & ASSOCIATES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing adress of the corporation is:

NAME	LOUIS R. THALHOFER & ASSOCIATES, INC.		
ADDRESS	P.O. BOX 687		
CITY	CLEARWATER,	FLORIDA	ZIP 33757

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	LOUIS R. THALHOFER		
ADDRESS	1654 PALACE DR.		
CITY	CLEARWATER,	FLORIDA	ZIP 33756

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	LOUIS R. THALHOFER		
ADDRESS	1654 PALACE DR.		
CITY	CLEARWATER,	STATE FLORIDA	ZIP 33756
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	LOUIS R. THOLHOFER		
ADDRESS	1654 PALACE DR.		
CITY	CLEARWATER,	STATE	FLORIDA ZIP 33756
NAME			
ADDRESS			
CITY		STATE	
NAME			
ADDRESS			
CITY		STATE	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 12th day of MAY, 19 99.

Louis R. Tholhofer (Seal)
 LOUIS R. THOLHOFER
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
) SS
 COUNTY OF PINELLAS)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

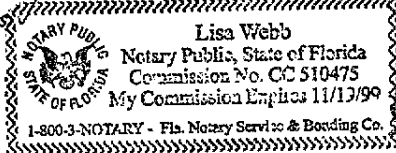
LOUIS R. THOLHOFER

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 12th day of MAY, 19 99.

(Notary Seal)✓

Lisa Webb
 (Notary Public, State of Florida at Large)

My Commission expires _____


CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

LOUIS R. THOLHOFER & ASSOCIATES, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 1654 PALACE DR.

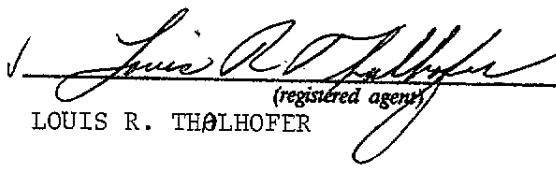
CLEARWATER, FL. 33756

has named LOUIS R. THOLHOFER

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)
LOUIS R. THOLHOFER