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ARTHUR D. DECKELMAN

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Arthur D. Deckelman
FL, NY, CA

June 18, 1999

SECRETARY OF STATE
Department of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002912708--3

-06/23/99--01012--001

*****70.00 *****70.00

Re: CLC Solutions, Inc.
Our File Number: 9-143-D

Dear Sir or Madam:

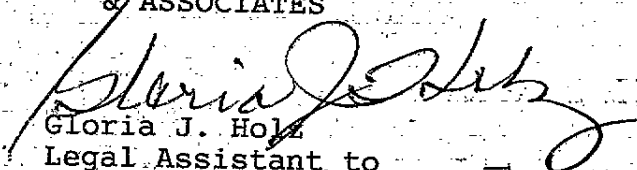
Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, CLC Solutions, Inc.

Also, enclosed is a check in the amount of \$70.00 to cover the various fees. If you find that everything is in order, please file the Articles of Incorporation and return a copy of the Articles to this office.

If you have any questions, please contact our office. Thank you for your time and attention to this matter.

Best Regards,

ARTHUR D. DECKELMAN, P.A.,
& ASSOCIATES


Gloria J. Holz
Legal Assistant to
Arthur D. Deckelman,

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 23 AM 10:03

FILED

/gjh
Enclosures

**ARTICLES OF INCORPORATION
OF
CLC SOLUTIONS, INC.**

FILED
99 JUN 23 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I. NAME

The name of the corporation ("Corporation") shall be:

CLC SOLUTIONS, INC.

The street address of the principal office of the Corporation shall be 314 South Missouri Avenue, Suite 200-B, Clearwater, Florida 33756, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 100 Shares, all of which shall be Common Shares, having \$1.00 par value per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. REGISTERED AGENT

The initial street address of the Corporation's registered office is 1345 Winding Brook Way, Dunedin, Florida 34698. The

initial registered agent for the Corporation at that address is
CAROLE L. CIOKIEWICZ.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and address of the initial officer of the corporation
who shall hold office for the first year of the corporation, or
until her successors are elected or appointed are:

<u>Name</u>	<u>Address</u>
CAROLE L. CIOKIEWICZ Officer/Director	1345 Winding Brook Way Dunedin, Florida 34698

ARTICLE VII. INCORPORATORS

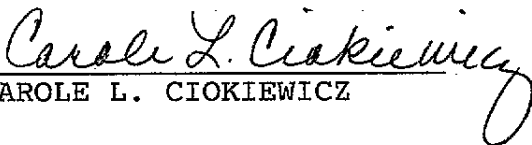
The name and street address of the incorporator to these
Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
CAROLE L. CIOKIEWICZ	1345 Winding Brook Way Dunedin, Florida 34698

ARTICLE IX. INDEMNIFICATION

The Corporation shall indemnify its directors, officers,
employees, and agents to the fullest extent permitted by law.

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


CAROLE L. CIOKIEWICZ

STATE OF FLORIDA)
 : ss
COUNTY OF PINELLAS)

BEFORE ME, personally appeared CAROLE L. CIOKIEWICZ, to me known, or who presented drivers License as identification, who after being duly sworn, acknowledged that she has read the foregoing ARTICLES OF INCORPORATION, and that she subscribed to these ARTICLES OF INCORPORATION on the 18th day of June, 1999.

[SEAL]

Arthur D. Deckelman
NOTARY PUBLIC

Name:

My Commission Expires

Arthur D Deckelman
My Commission CC665153
Expires July 20, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE NAMING AGENT FOR UPON WHOM PROCESS MAY BE SERVED

FILED
99 JUN 23 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First, CLC SOLUTIONS, INC., desiring to organize under the laws of the
State of Florida, with its principal office as 314 South Missouri Avenue, Suite
200-B, Clearwater, County of Pinellas, State of Florida 33756, wishes CAROLE L.
CIOKIEWICZ, as its agent, to accept service of process within this State.

ACKNOWLEDGEMENT:


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, and state that I am familiar with and accept the
obligations of that position pursuant to Florida Statute 607.0501(3).



CAROLE L. CIOKIEWICZ

STATE OF FLORIDA)
 : ss
COUNTY OF PINELLAS)

BEFORE ME, the undersigned officer, personally appeared CAROLE L.
CIOKIEWICZ, known to me to be the person whose name is subscribed to the
instrument within and acknowledged that she executed same for the purposes
contained therein.

WITNESS my hand and official seal in the County and State named above, this
18th day of June, 1999.


NOTARY PUBLIC
Name: ARTHUR D. DECKELMAN
My Commission Expires:

 Arthur D Deckelman
My Commission CC685158
Expires July 20, 2001