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June 30, 1999

Secretary of State
Division of Incorporation
P.O. Box 6327
Tallahassee, Florida 32314

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

Gentlemen:

Enclosed please find the following items for Florida Resource Group, Inc., to be filed.

1. Articles of Incorporation,
2. Copy of the Articles,
3. Acceptance of Registered Agent.
4. Check in the amount of \$70.00 to cover the filing the articles of incorporation (\$35) and acceptance (\$35). If a check is not necessary for us to obtain a certified copy.

Thank you for your assistance in this matter

Sincerely yours,

C. Eugene Loftin

EL\cbd

enclosures (4)

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TALLAHASSEE, FLORIDA

W99-15591

CERTIFICATE OF INCORPORATION
OF
Florida Resource Group, Inc.

We, the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of this corporation shall be Florida Resource Group, Inc.

ARTICLE II

Nature of Business

The general purpose for which this corporation is organized is as follows:

(a) To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

(b) To do all things incident to this business, including but not limited to hiring employees, advertising, obtaining licenses, owning property, entering into contracts and borrowing money. Nothing herein shall restrict or limit these general purposes in any way.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of Two Hundred Fifty Thousand (250,000) shares of stock with a par value of one cent per share (\$00.01) par value. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of

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TALLAHASSEE, FLORIDA

America, or services at a just valuation to be fixed by the directors. Property or labor may also be purchased with the capital stock at reasonable and fair value as determined by the directors and agreed upon by the subscriber.

ARTICLE IV

Amount of Capital With Which to Begin Business

The amount of capital with which to begin this business shall be One Thousand Dollars (\$1 ,000.00) Dollars.

ARTICLE V

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office

The initial principal office and mailing address of this corporation shall be 10200 New Berlin Road, Jacksonville, Florida 32226. This shall be the registered office and Alan D. Shepherd shall be the registered agent.

ARTICLE VII

Number of Directors

The number of directors shall be two and the by-laws may provide for an increase or decrease in the number of directors as is authorized by law. Directors shall be elected at the annual meeting of shareholders by shareholders as provided in the by-laws. Vacancies on the board of directors for any reason may be filled to serve the balance of the term by a majority vote of the existing directors.

ARTICLE VIII

Name and Post Office Address of the Members of the First Board of Directors

The name and post office address of the members of the first board of directors is as follows:

Steve Potter	Alan D. Shepherd
2120 Armsdale Road	10200 New Berlin Road
Jacksonville, Florida 32218	Jacksonville, Florida 32226

ARTICLE IX

Subscribers and Number of Shares

The name and post office address of each subscriber to the Certificate of Incorporation and the number of shares agreed upon is as follows:

Subscriber:	Shares:
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Steve Potter	124,000
2120 Armsdale Road	
Jacksonville, Florida 32218	

Alan D. Shepherd	126,000
10200 New Berlin Road	
Jacksonville, Florida 32226	

ARTICLE X

RESTRICTED TRANSFER

All share certificates issued shall reflect on the face that a transfer is restricted as required by Florida Statute, section 607.0627. It is contemplated that each shareholder shall provide services to the corporation and have familiarity with the operations of the business. Shares may not be transferred without the unanimous consent of all directors. No shareholder may pledge or alienate any interest in the shares without the unanimous consent of all directors. In the event, a shareholder can not provide services or there is a necessity for any shares to be transferred, the corporation has a first option to acquire all such shares for the par value of \$.01 per share.

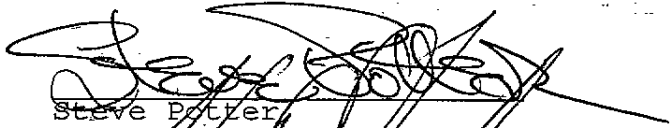
ARTICLE XI


AMENDMENTS

The articles of incorporation may be amended in a manner

provided by law. Every amendment shall be approved by the holder or holders or a majority of the stock with the right to vote thereon.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at Jacksonville, Duval County, Florida, for the uses and purposes aforesaid on this th day of June, 1999.

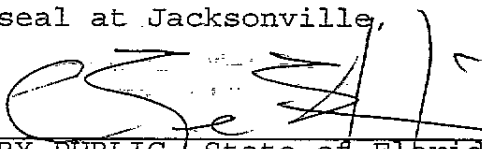

Steve Potter


Alan D. Shepherd

STATE OF FLORIDA
COUNTY OF DUVAL

Personally appeared before me, the undersigned authority, Steve Potter and Alan D. Shepherd who are known to me to be the persons described in and who executed the foregoing Certificate of Incorporation, for **Florida Resource Group, Inc.**, and each acknowledged the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal at Jacksonville, Florida, this June, 1999.


NOTARY PUBLIC, State of Florida
My commission expires:

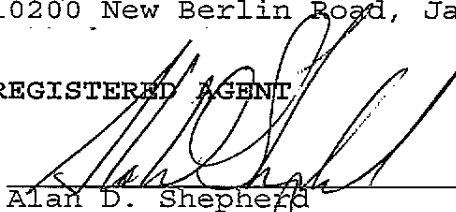


C. Eugene Loftin
MY COMMISSION # CC654045 EXPIRES
June 9, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT

The undersigned, Alan D. Shepherd, designated as the registered agent for Florida Resource Group, Inc., in the certificate of incorporation for that entity filed with the Secretary of State, Division of Corporations for State of Florida, states that he is familiar with and hereby accepts the duties and responsibilities as registered agent and agrees to be fully responsible for any obligations arising therefrom. Alan D. Shepherd has continuously been a resident of the State of Florida for more than a year and he is presently a resident of the State of Florida. The business address of Alan D. Shepherd is the same as that of the corporation, Florida Resource Group, Inc., 10200 New Berlin Road, Jacksonville, Florida 32226.

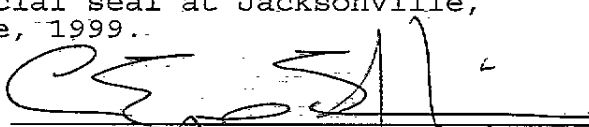
REGISTERED AGENT


Alan D. Shepherd

STATE OF FLORIDA
COUNTY OF DUVAL

Personally appeared before me, the undersigned authority, Alan D. Shepherd, who is the person known to me to be the person described in and who executed the foregoing acceptance as registered agent for Florida Resource Group, Inc., a Florida corporation, and he acknowledged before me, according to law, that he made and subscribed same for the uses and purposes mentioned and set forth herein.

WITNESS my hand and official seal at Jacksonville,
Florida, this day of June, 1999.


NOTARY PUBLIC, State of Florida
My commission expires:

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SECRETARY OF STATE
TALLAHASSEE