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LAW OFFICES OF
BAXTER, STROHAUER & MANNION, P.A.

FIRST NATIONAL BANK OF FLORIDA BUILDING, SUITE 300
1150 CLEVELAND STREET
CLEARWATER, FL 33755

JAMES A. BAXTER
GARY N. STROHAUER
ELIZABETH R. MANNION

August 17, 1999

TEL (727) 461-6100
FAX (727) 447-6899
EMAIL: lawyer@baxstroh.com

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

100002973701--1
-08/30/99-01099-010
*****78.75 *****78.75

Re: Scott Sanders & Associates, Inc.

Dear Sir:

EFFECTIVE DATE
8-23-99

Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$78.75 representing payment of the following:

Filing fee	\$35.00
Certified Copy fee	8.75
Registered Agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,


BAXTER & STROHAUER


James A. Baxter

JAB/kc
Enclosures

corp/sanders/secstate

FILED
99 AUG 30 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 GAVE
AUTHORIZATION BY PHONE TO
CORRECT Part II
DATE 9/1/99
JC. EXAM Don's Brown

EFFECTIVE DATE
8-23-99

ARTICLES OF INCORPORATION
OF
SCOTT R. SANDERS & ASSOCIATES, INC.

FILED
99 AUG 30 PM 3:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

The name of the corporation ("Corporation") is Scott R. Sanders & Associates, Inc.

ARTICLE II

The existence of the corporation shall begin on August 23, 1999.

ARTICLE III

The street address of the principal office of the Corporation is 424 Leeward Island, Clearwater, FL 33767.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one hundred (100), all of which shall be Common Shares. 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 V

The initial street address of the Corporation's registered office is 424 Leeward Island, Clearwater, FL 33767. The initial registered agent for the Corporation at that address is Scott R. Sanders.

ARTICLE VI

The initial board of directors shall consist of one (1) members. The names and address of the person who will serve on the initial board of directors is:

Name	Address
Scott R. Sanders	424 Leeward Island Clearwater, FL 33767

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Scott R. Sanders	424 Leeward Island Clearwater, FL 33767

ARTICLE VIII

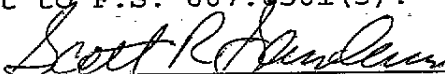
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 17 day of August, 1999.


Name: Scott R. Sanders

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Scott R. Sanders & Associates, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Scott R. Sanders

Date: AUGUST 17, 1999

corp/sanders/articles

FILED
99 AUG 30 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA