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October 11, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200003013762--2
-10/13/99--01056--001
*****70.00 *****70.00

SUBJECT: Looper, Looper & Associates, Inc.
(proposed corporate name)

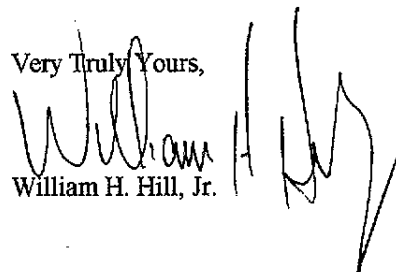
Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.

FROM: William H. Hill, Jr.
Name
2106 Sawgrass Village
Address
Ponte Vedra Beach, Florida 32082
City, State, & Zip
(904) 285-5576
Telephone Number

FILED
99 OCT 13 AM 7:28
TALLAHASSEE FLORIDA

Please charter the subject corporation and return a stamped copy of the Articles of Incorporation to the above mentioned address by Airborne Express.

Very Truly Yours,


William H. Hill, Jr.

WHH/jm

CB
10-19-99
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ARTICLES OF INCORPORATION
OF
LOOPER, LOOPER & ASSOCIATES, INC.

FILED
99 OCT 13 AM 7:28
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607, Florida Statutes, the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be: Looper, Looper & Associates, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

PMB 303
830-13 A1A North
Ponte Vedra Beach, Florida 32082

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares of common stock having a par value of
one (\$1.00) dollar par value

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. PURPOSE

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 VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is

offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) Director, initially. The name and address of the person who is to serve as the initial director is:

NAME: _____ ADDRESS: _____

Robert W. Looper PMB 303
 830-13 A1A North
 Ponte Vedra Beach, Florida 32082

ARTICLE VIII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until a successor(s) is elected or appointed are:

NAME: _____ ADDRESS: _____

Robert W. Looper PMB 303
President/Secretary 830-13 A1A North
 Ponte Vedra Beach, Florida 32082

ARTICLE IX. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

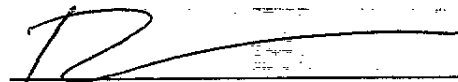
William H. Hill, Jr. Esq.
2106 Sawgrass Village
Ponte Vedra Beach, Florida 32082

ARTICLE X. INCORPORATOR

The name and street address of the incorporator is:

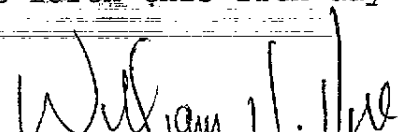
Robert W. Looper
PMB 303
830-13 A1A North
Ponte Vedra Beach, Florida 32082


IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation this 11th day of October, 1999


_____(SEAL)
Robert W. Looper, Incorporator

STATE OF FLORIDA
COUNTY OF ST JOHNS

Before me, the undersigned authority, personally appeared Robert W. Looper, to me well known to be the person(s) who executed the foregoing Articles of Incorporation and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth this 11th day of October, 1999.



William H. Hill, Jr.
Notary Public, State of Florida
My Commission expires  My Commission CC864704

Personally Known
Type of Identification Produced

DRIVER'S LICENSE

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Looper, Looper & Associates, Inc.

2. The name and address of the registered agent and office is:

William H. Hill, Jr.
(Name)

2106 Sawgrass Village
(P.O. Box not acceptable)

Ponte Vedra Beach, FL 32082
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

William H. Hill, Jr.
(Signature)

October 11, 1999
(Date)

FILED
99 OCT 13 AM 7:29
CLERK OF COURT
FLORIDA