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LAW OFFICE OF JOHN SCHWARTZ
4119 NEPTUNE RD.
ST. CLOUD, FLORIDA 34769
(407) 931-2886

November 8, 1999

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****122.50 ****78.75

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

Re: JUST FLORIDA INC.

Gentleman:

Enclosed please find an original and one copy of the Articles of Incorporation of JUST FLORIDA, INC., together with a check in the amount \$122.50 covering the following fees:

Filing fee	\$35.00
Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>
	\$122.50

Thank you for your assistance in this matter.

Very truly yours,


John Schwartz

JS:cgp
Encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JUST FLORIDA, INC.

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

ARTICLE I. NAME

The name of the Corporation is: JUST FLORIDA, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
Term of Existence

This corporation shall commence as of the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE IV
Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE V
Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE VI
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be John Schwartz. The street address of the initial registered office of this corporation is, 4119 Neptune Rd., St. Cloud, Florida 34769.

ARTICLE VII
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders. The name and

address of the Directors are as follows:

JOHN REDVERS ROONEY Director
1633 E. VINE ST., #120
KISSIMMEE, FLORIDA 34744

ARTICLE VIII
Incorporator

The name and street address of the incorporators are:

JOHN REDVERS ROONEY Director
1633 E. VINE ST., #120
KISSIMMEE, FLORIDA 34744

ARTICLE IX
By laws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

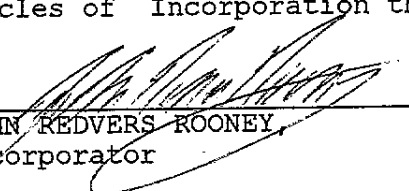
ARTICLE X
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

The incorporator executed these Articles of Incorporation this 5 day of NOVEMBER, 1999.


JOHN REDVERS ROONEY,
Incorporator

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

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

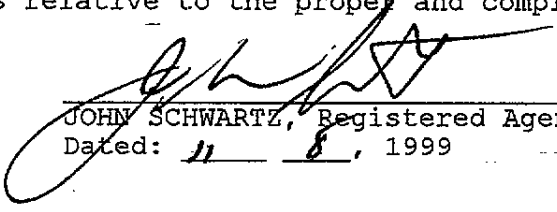
That JUST FLORIDA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at

City of Kissimmee, State of Florida, has named JOHN SCHWARTZ, 4119 Neptune Rd., St. Cloud, State of Florida as its agent to accept service of process within Florida.

The street address of the registered office and the street address of the business of the registered agent are identical.


JOHN REDVERS ROONEY, Incorporator
Dated: 11 8, 1999.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


JOHN SCHWARTZ, Registered Agent
Dated: 11 8, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA