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JOHN F. RUSSELL
16851 N.E. 23RD AVENUE STE. 110
N MIAMI BEACH FL 33160.
Telephone (305) 949-0468

November, 02 1999

Department of State
Division of corporations
409 East Gaines Street
Tallahassee, Florida 32399

600003044046--9

-11/15/99--01084--022

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

RE: JOHN F. RUSSELL, INC.

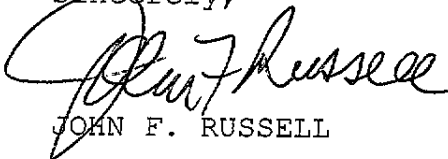
Greetings:

Enclosed are one original and two (2) copies of the articles of incorporation and a check in the amount of \$70.00 as payment for filings fees of the articles of incorporation and the registered agent designation.

I would be most appreciative if you would please expedite filing this corporation.

Thank you for your time and consideration.

Sincerely,


JOHN F. RUSSELL

FILED
99 NOV 15 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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90

ARTICLES OF INCORPORATION
FOR
JOHN F RUSSELL, INC.

FILED
99 NOV 15 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:
JOHN F. RUSSELL, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
16851 NE 23RD AVENUE STE 110 NORTH MIAMI BEACH FL 33160

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
Two hundred shares (200).

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

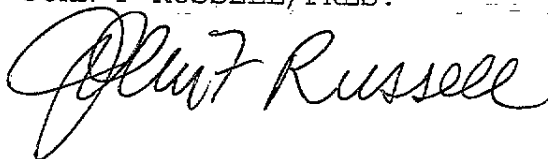
The name and address of the initial registered agent is:
JOHN F. RUSSELL, 16851 NE 23RD AVENUE STE.110 NORTH MIAMI BEACH FL 33160

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is :
JOHN F. RUSSELL, 16851 NE 23RD AVENUE STE.110 NORTH MIAMI BEACH FL 33160

The undersigned has executed these Articles of Incorporation on Second Day of November 1999

JOHN F RUSSELL/PRES.



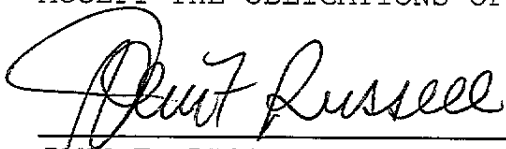
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 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:
JOHN F. RUSSELL, INC.
2. The name and address of the registered agent and office is:
JOHN F. RUSSELL, 16851 NE 23RD AVENUE STE. 110, NORTH MIAMI
BEACH FL 33160

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.



JOHN F. RUSSELL, PRESIDENT

Date 11/02/99