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MARTIN ERROL RICE, P.A.

Attorney At Law

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St. Petersburg, Florida 33731
(813) 821-4884

FAX (813) 821-7961

March 10, 1995

Sandra B. Mortham
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32399

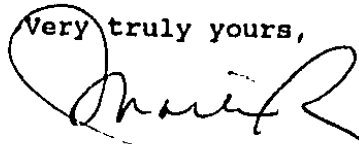
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RE: Hallmark Investments, Inc.

Dear Ms. Mortham:

Enclosed find Articles of Incorporation regarding the proposed corporation referenced above, together with my check in the amount of \$122.50. Kindly file the Articles and return a certified copy to me.

Very truly yours,



Martin Errol Rice, Esq.

MER/ms
Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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95 MAR 17 PM 2 15
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HALLMARK INVESTMENTS, INC.

95 MAR 17 PM 2 15
FILED
TAMPA COUNTY FLORIDA

FIRST: The name of this corporation is Hallmark Investments, Inc. The corporate address shall be 2865 Executive Drive, Clearwater, FL 34622.

SECOND: This company is organized for the purpose of transacting any and all lawful business.

THIRD: This company is authorized to issue One Hundred Thousand (100,000) Shares of capital stock with a par value of One (\$1.00) Dollar per share, and any and all shares issued by the company shall be deemed fully paid and non-assessable and the holder of such issued shares shall not be liable to the company or of its creditors in respect thereto.

FOURTH: The amount of capital with which the company shall commence business is Five Hundred (\$500.00) Dollars.

FIFTH: The existence of this company is to be perpetual, or until dissolved by law.

SIXTH: The street address of the initial registered office of the company is 696 First Avenue North, Suite 400, St. Petersburg, FL 33701 and the name of the initial registered agent of the company is Martin Errol Rice, 696 First Avenue North, Suite 400, St. Petersburg, Florida 33701.

SEVENTH: This company shall have one (1) initial Director. The number of Directors may be increased or diminished from time to time, by the By-Laws adopted by the Stockholders, but shall never be less than one (1) not more than five (5).

EIGHT: The names and street addresses of the first Board of Directors, all of whom are citizens of the United States of America, and who shall hold office for the first year of this company's existence or until their successors are elected and have qualified are as follows:

NAME	ADDRESS
Bruce Mitchell	2865 Executive Drive Clearwater, FL 34622

NINTH: The name and address of the incorporator and subscriber to these Articles of Incorporation is:

NAME	ADDRESS
Bruce Mitchell	2865 Executive Drive Clearwater, FL 34622

TENTH: The Directors of this company are authorized to make, and amend the By-Laws of the company; to fix the salaries, if any, to be paid to officers and directors of the company; to fix and vary the amount of working capital of the company and to determine what, if any, dividends shall be declared and paid; to set apart out of the funds of the company for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

The company may in its By-Laws confer power upon the Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by the Statutes of the State of Florida.

ELEVENTH: The company reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Stockholders herein are granted subject to this reservation.

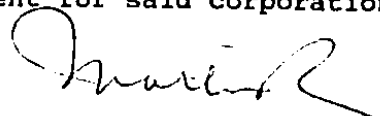
TWELFTH: The stock of this company may be issued for such consideration as may be fixed by the Stockholders at a meeting or by the Board of Directors when acting under general or special authority granted by the Stockholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 9 day of March, 1995 A.D.



BRUCE MITCHELL

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



MARTIN ERROL RICE

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day personally appeared before me, an officer fully authorized to administer oaths and take acknowledgments, BRUCE MITCHELL, to me well known to be the person described as the initial subscriber herein, who executed the foregoing Articles of Incorporation before me and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at St. Petersburg, in said County and State, this 9 day of March, 1995 A.D.



MARIELLA B. STEVENS
COMMISSION # CC 342816
EXPIRES JAN 28, 1998
Atlantic Bonding Co., Inc.
800-732-2245

Mariella B. Stevens
NOTARY PUBLIC

My Commission Expires:

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day personally appeared before me, an officer fully authorized to administer oaths and take acknowledgments, MARTIN ERROL RICE, to me well known to be the person described as the initial registered agent herein, who executed the foregoing Articles of Incorporation before me and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at St. Petersburg, in
Hillsborough County and State, this 11 day of March, 1995
A.D.



MARIELLA R. STEVENS
COMMISSION # CC-342818
EXPIRES JAN 28, 1998
Atlantic Bonding Co., Inc.
800-732-7245

Mariella B. Stevens
NOTARY PUBLIC

My Commission Expires:

FILED
95 MAR 17 11 21 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA