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February 29, 1996

VIA OVERNIGHT DELIVERY

Florida Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Attn: Filing Section

Re: Growthline Capital Corp.

Dear Sir/Madam:

Enclosed please find for filing Articles of Incorporation of the above-captioned corporation.

Enclosed is a check for \$122.50, covering the various fees incident to the filing of the Articles of Incorporation. Please send a certified copy of the Articles to my attention at the above address.

Thank you for your cooperation.

Sincerely,

EB/Kag

Edwin B. Kagan

EBK/ent
Enclosures
cc: Gary W. Atwood

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3.5.96

**ARTICLES OF INCORPORATION
OF
GROWTHLINE CAPITAL CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be Growthline Capital Corp.

ARTICLE II - MAILING ADDRESS

The mailing address of this corporation is as follows:

10014 N. Dale Mabry Hwy.
Suite 101
Tampa, Florida 33618

ARTICLE III - DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

ARTICLE IV - PURPOSES

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

ARTICLE V - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of one thousand (1,000) shares of common stock, having a par value of \$.01 per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial Registered Agent and the street address of the initial Registered Office of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607

ARTICLE VII - DIRECTORS

This corporation shall have no directors initially. The affairs of this corporation shall be managed by the shareholders until such time as directors are elected by the shareholders.

ARTICLE VIII - OFFICERS

Each of the following persons shall serve as an officer of this corporation until the earlier of his or her resignation, death or removal from officer until his or her successor is chosen and qualifies:

<u>Name</u>	<u>Office</u>
Gary W. Atwood	President and Secretary/Treasurer

ARTICLE IX - AFFILIATED TRANSACTIONS

This corporation expressly elects, pursuant to Section 607.0901(5)(a), Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

ARTICLE X - CONTROL-SHARE ACQUISITIONS

This corporation exercises its right, pursuant to Section 607.0902(5), Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

ARTICLE XI - INCORPORATOR

The name and address of the corporation's incorporator is as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607-1427

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned executes these Articles of
Incorporation this 29th day of February, 1996.

EBK
EDWIN B. KAGAN, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were sworn to and
acknowledged before me this 29th day of February, 1996, by
EDWIN B. KAGAN.



ERIN N THOMPSON
My Commission CCB11877
Expires Nov. 27, 1999

Erin N Thompson
NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires: 11/27/99

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept to act as Registered Agent, and agree to
comply with the provisions of all statutes relative to the proper
and complete performance of my duties and I am familiar with and
accept the obligations of Section 607.0505, Florida Statutes.

EBK
REGISTERED AGENT

FILED
96 MAR -1 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA