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GLENN RASMUSSEN & FOGARTY

ATTORNEYS AT LAW

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January 15, 1997

VIA FEDERAL EXPRESS

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Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: America II Enterprises, Inc.

Gentlemen:

Enclosed are the following items pertaining to the incorporation of America II Enterprises, Inc.:

1. The original and one copy of Articles of Incorporation;
2. Acceptance of Registered Agent; and
3. Our check payable to you for the following charges:

Filing fee	\$35.00
Certified copy	52.50
Filing Registered Agent's certificate	<u>35.00</u>
<b>TOTAL</b>	<b>\$122.50</b>

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 16 PM 3:44

Please approve and file the original Articles of Incorporation, certify the copy of them, and return the certified copy to us.

Very truly yours,

GLENN RASMUSSEN & FOGARTY, P.A.

David S. Felman

DSF/bca  
Enclosures  
1625-003^C

cc: Ann E. Pointer

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 16 PM 3:44

**ARTICLES OF INCORPORATION**  
**OF**  
**AMERICA II ENTERPRISES, INC.**

The undersigned, acting as the incorporator of America II Enterprises, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is:

AMERICA II ENTERPRISES, INC.

**ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal business office and mailing address of the corporation is:

13535 Feather Sound Drive, Suite 327  
Clearwater, Florida 34622

**ARTICLE III. INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Michael B. Galinski	13535 Feather Sound Drive, Suite 327 Clearwater, Florida 34622

**ARTICLE III. CAPITAL STOCK**

The number of shares of capital stock that the corporation is authorized to issue is 1,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 13535 Feather Sound Drive, Suite 327, Clearwater, Florida 34622, and the name of the corporation's initial registered agent at that address is Ann E. Pointer.

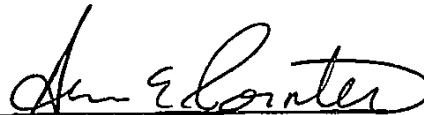
**ARTICLE V. INCORPORATOR**

The name and street address of the incorporator are:

Ann E. Pointer  
13535 Feather Sound Drive, Suite 327  
Clearwater, Florida 34622

The incorporator assigns to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the Board of Directors any rights she has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: January 14, 1997

  
Ann E. Pointer,  
as incorporator

1625-003-B

**AMERICA II ENTERPRISES, INC.**  
**ACCEPTANCE OF REGISTERED AGENT**

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DIVISION OF CORPORATIONS  
97 JAN 16 PM 3:44

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That America II Enterprises, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 13535 Feather Sound Drive, Suite 327, Clearwater, Florida 34622, has named Ann E. Pointer as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for America II Enterprises, Inc. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: January 14, 1997

  
Ann E. Pointer

1625-003\*B