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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3505 Caraway St.
Cocoa, FL 32926

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ARTICLES OF INCORPORATION
OF
OTF DESIGNS, INC.

P. CHANDLER OCT 15 1997

ARTICLE I - NAME

The name of the corporation is OTF DESIGNS, INC.

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ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSES

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITOL STOCK

This corporation is authorized to issue twenty thousand shares of \$1.00 value common stock, which shall be designated "Common Shares."

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3505 Caraway St., Cocoa, FL 32926, and the name of the initial registered agent of this corporation at that address is: Richard F. Knochelmann, Jr.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and addresses of the initial directors of this corporation are:

Richard F. Knochelmann, Jr.
3505 Caraway St.
Cocoa, FL 32926

Andrew N. Aurigema
7180 Venus Ave.
Cocoa, FL 32927

Joseph E. York
4573 Seattle Ave.
Cocoa, FL 32927

ARTICLE IX - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is: 3505 Caraway St., Cocoa, FL 32926, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

ARTICLE X - INCORPORATOR

The names of the persons signing these articles are:

Richard F. Knochelmann, Jr.
3505 Caraway St.
Cocoa, FL 32926

Andrew N. Aurigema
7180 Venus Ave.
Cocoa, FL 32927

Joseph E. York
4573 Seattle Ave.
Cocoa, FL 32927

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

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

ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI - RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person in the amount set forth opposite their names:

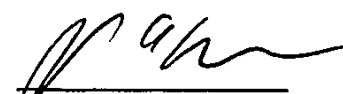
RICHARD F. KNOCHELMANN, JR. - 7,400 shares,
ANDREW N. AURIGEMA - 9,500 shares,
JOSEPH E. YORK - 350 shares.

Shares held by the initial stockholder(s) listed above may not be resold or otherwise transferred to other persons unless such shares are offered to, and in this order, principal shareholder(s), the remaining shareholder(s) or to this corporation. Offers and refusals shall be in writing and shall be of a time frame set forth by the Directors of this corporation. Response to purchase of shares by the corporation or principal shareholders are not to be less than 30 days from date of notification.

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 7th day of October, 1997.


RICHARD F. KNOCHELMANN, JR.


ANDREW N. AURIGEMA

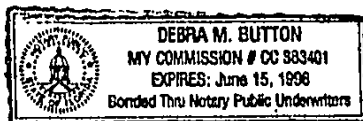

JOSEPH E. YORK

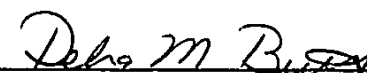
STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a notary public authorized to take acknowledgement in the State and County set forth, personally appeared: **RICHARD F. KNOCHELMANN, JR., ANDREW N. AURIGEMA** and **JOSEPH E. YORK** known to be to be the persons who executed the forgoing Articles of Incorporation and she/he acknowledged before me that she/he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 7th day of October, 1997.

(Notary Seal)




Notary Public, State of Florida
My Commission expires:
June 15, 1998

I, RICHARD F. KNOCHELMANN, JR., hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for said corporation. By executing this document, I reaffirm that I agree to serve as Registered Agent.



RICHARD F. KNOCHELMANN, JR.
3505 Caraway St.
Cocoa, FL 32926

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