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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

CTC Holding Corp.

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CTC HOLDING CORP.**

The undersigned incorporator hereby adopts these Articles of Incorporation for the purpose of forming a corporation (the "**Corporation**") under the Florida Business Corporation Act (the "**Act**").

**I.
Name**

The name of the Corporation shall be **CTC Holding Corp.**

**II.
Term of Existence**

The Corporation shall begin its existence on the date of the filing of these Articles of Incorporation with the Florida Department of State, and it shall have perpetual existence thereafter.

**III.
Principal Office**

The street address of the initial principal office of the Corporation shall be:

Suite 100
7887 Bryan Dairy Road
Largo, Florida 33777

**IV.
Capital Stock**

The Corporation shall be authorized to issue one hundred thousand (100,000) shares of common stock having a par value of one cent (\$ 0.01) per share.

V.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is: 7887 Bryan Dairy Road, Suite 100, Largo, Florida 33777. The name of its initial registered agent at such address is Peter J. Secola.

VI.
Directors

The Corporation shall have three directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one director. The names and addresses of the initial directors of the Corporation, who shall serve until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Charles F. Settgest	Suite 100 7887 Bryan Dairy Road Largo, Florida 33777
Peter J. Secola	Suite 100 7887 Bryan Dairy Road Largo, Florida 33777
Dr. William E. Swartz	Suite 100 7887 Bryan Dairy Road Largo, Florida 33777

VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Charles F. Settgest	Suite 100 7887 Bryan Dairy Road Largo, Florida 33777

VIII.
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

IX.
Indemnification

The Corporation shall indemnify any director or officer or any former director or officer of the Corporation, to the fullest extent permitted by law.

X.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

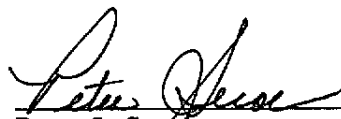
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on May **25**, 1999.


Charles F. Settigast
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: May **25**, 1999


Peter J. Secola
Registered Agent

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