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VERONA & FREEMAN, P.A.

7235 FIRST AVENUE SOUTH
ST. PETERSBURG, FLORIDA 33707

POST OFFICE BOX 41750
ST. PETERSBURG, FLORIDA 33743-1750

JAY B. VERONA
THADDEUS FREEMAN

TELEPHONE: (813) 347-7000
FACSIMILE: (813) 347-7997

October 22, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

800002327798--3
-10/23/97-01048-005
***122.50 ***122.50

Re: SANLAR, INC.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named corporation. Please file and return a certified copy thereof to this office.

Also enclosed is our check in the amount of \$122.50 to cover the following costs:

Articles Filing Fee	\$ 35.00
Registered Agent	35.00
Certified Copy	52.50
TOTAL	\$122.50

Thank you for your assistance in this matter. Should you require any additional documents or fees, please advise this office.

Sincerely,
VERONA & FREEMAN, P.A.

Jay Verona

Jay B. Verona
JBV:sb
Enclosures
cc: Sandra Lee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 23 PM 1:03

10/24/97

ARTICLES OF INCORPORATION

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DIVISION OF CORPORATIONS
97 OCT 23 PM 1:03

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation for such corporation.

1. **NAME:** The name of this Corporation is **SANLAR, INC.**
2. **DURATION:** The period of its duration is perpetual.
3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **CAPITAL SHARES:** The Corporation is authorized to issue 7500 shares, all of one class, at \$1.00 par value.
5. **PRINCIPAL OFFICE:** The initial principal office of this Corporation shall be:

5899 Hillside St.
Seminole, FL 33772

6. **INITIAL REGISTERED OFFICE AND AGENT:** The street address of this Corporation's initial registered office, and the name of its initial registered agent at that office shall be:

VERONA & FREEMAN, P.A.
7235 Central Ave., St. Petersburg, FL 33707

7. **INITIAL BOARD OF DIRECTORS:** This Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the Corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this Corporation are:

SANDRA LEE

5899 Hillside St.
Seminole, FL 33772

WILLIAM LARRY LEE

5899 Hillside St.
Seminole, FL 33772

8. **INCORPORATORS:** The names and addresses of the initial Incorporators signing these Articles of Incorporation are:

SANDRA LEE

5899 Hillside St.
Seminole, FL 33772

WILLIAM LARRY LEE

5899 Hillside St.
Seminole, FL 33772

9. **BY-LAW AMENDMENT:** The power to adopt, alter, amend or repeal the By-Laws of this Corporation shall be vested in the Shareholders.

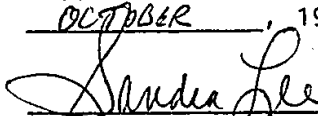
10. **INDEMNIFICATION:** The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

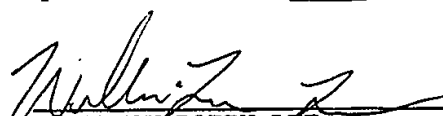
11. **INFORMAL ACTION OF DIRECTORS:** If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

12. **AMENDMENT OF ARTICLES:** This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

13. **PREEMPTIVE RIGHTS:** This Corporation elects to have preemptive rights. These preemptive rights shall encompass the issuance of unissued or treasury shares.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 21 day of OCTOBER, 1997.

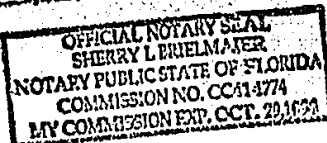

SANDRA LEE
Incorporator


WILLIAM LARRY LEE
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 31 day of October, 1997 by SANDRA LEE, who is personally known to me or who has produced _____ (type of identification) as identification,

and did not take an oath.



[Signature]
Notary Public & signature

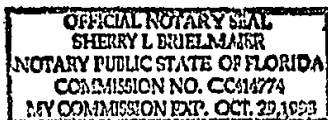
Notary's name - type or print

Commission/Serial Number

My Commission Expires:

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 9 day of October, 1997 by WILLIAM LARRY LEE, who is personally known to me or who has produced (type of identification) as identification, and did not take an oath.



[Signature]
Notary Public & signature

Notary's name - type or print

Commission/Serial Number

My Commission Expires:

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for SANLAR, INC., at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation of Registered Agent.

The undersigned hereby further states that it is familiar with, and accepts, the obligations provided for in Section 607.0501, Florida Statutes.

VERONA & FREEMAN, P.A.

By: *[Signature]*
Jay B. Verona
As: President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 23 PM 1:03

STATE OF FLORIDA
COUNTY OF PINELLAS

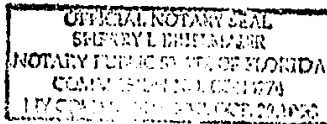
The foregoing instrument was acknowledged before me this 21
day of October, 1997 by Jay B. Verona, as President of
VERONA & FREEMAN, P.A., a Florida corporation, on behalf of the
corporation. He is personally known to me or has produced
(type of identification) as identification,
and did (did not) take an oath.


Notary Public - Signature

Notary's name - type or print

Commission/Serial Number

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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