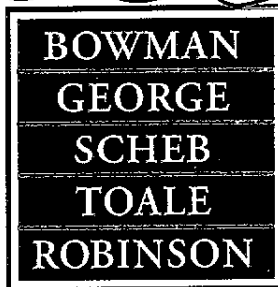


P000000000001724

DAVID G. BOWMAN
EUGENE O. GEORGE
ROBERT P. SCHEB
JAMES E. TOALE
DAVID G. BOWMAN, JR.
ROBERT K. ROBINSON
CHARLES D. BAILEY, III



~ATTORNEYS AT LAW~
Established 1912

JOHN F. BURKET
1875-1947
JOHN F. BURKET, JR.
1915-1984
V. MORRIS SMITH
1921-1996
Retired
JAMES J. DRYMON
I.W. WHITESELL, JR.

December 22, 1999

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32301

000003084980--6
-12/30/99--01081--001
*****70.00 *****70.00

Re: **Hillcrest Investments, Inc.**
Articles of Incorporation

Dear Sir/Madam:

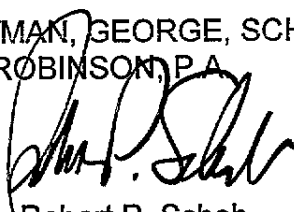
Enclosed please find an original Articles of Incorporation for the above referenced matter. Also enclosed is a check in the amount of \$70.00 for the fees. Please forward your confirmation letter at your earliest convenience.

Should you have any questions please do not hesitate to contact me.

Very truly yours,

BOWMAN, GEORGE, SCHEB, TOALE
& ROBINSON, P.A.

By:


Robert P. Scheb

RPS/jlp
encls.

FILED
99 DEC 30 PM 1:23
CLERK OF THE
TALLAHASSEE, FLORIDA

ajc/16

ARTICLES OF INCORPORATION

OF

HILLCREST INVESTMENTS, INC.

FILED
99 DEC 30 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name.

The name of the Corporation is: HILLCREST INVESTMENTS, INC. The address of the principal office of this corporation shall be 6525 Gulf of Mexico Drive, Longboat Key, Florida 34228, and the mailing address will be 6525 Gulf of Mexico Drive, Longboat Key, Florida 34228.

Article 2. Duration.

The duration of the Corporation is perpetual.

Article 3. Purpose.

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock.

The aggregate number of shares which the Corporation is authorized to issue is 5000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent.

The street address of the initial Registered Office of the Corporation is 6525 Gulf of Mexico Drive, Longboat Key, Florida 34228 and the name of its initial Registered Agent at that address is Joseph J. Whalen.

Article 6. Initial Board of Directors.

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the ByLaws but shall never be less than one (1). The name and address of the initial Directors of the Corporation are as follows:

JOSEPH J. WHALEN
6525 Gulf of Mexico Drive
Longboat Key, FL 34228

Article 7. Incorporator.

The name and address of the Incorporator is as follows:

JOSEPH J. WHALEN
6525 Gulf of Mexico Drive
Longboat Key, FL 34228

Article 8. Amendment.

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification.

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Preemptive Rights.

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 11. Stock Transfer Restrictions.

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 12. Rights of Initial Directors

The initial Director(s) shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect the initial Director named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of the initial Director who is a Shareholder of the Corporation at the time of the amendment.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 16th day of December, 1999.

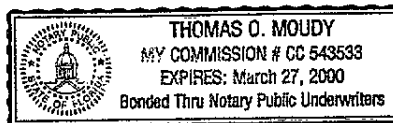

JOSEPH J. WHALEN

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 16th day of December, 1999 by JOSEPH J. WHALEN, who is personally known to me or has produced MISSOURI STATE ID # 138 as identification.


NOTARY PUBLIC

My Commission Expires: 3/27/2000



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **HILLCREST INVESTMENTS, INC.**, which is contained in the foregoing Articles of Incorporation.

DATED this 16th day of December, 1999.


JOSEPH J. WHALEN, Registered Agent

FILED
99 DEC 30 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA