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March 1, 2000

VIA UPS OVERNIGHT
(N399 3623 412)

Attn: Filing Department
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: Prestige Holdings International, Inc.

Dear Sir or Madam:

We are enclosing an original and two copies of the Articles of Incorporation to be filed for the above-referenced corporation.

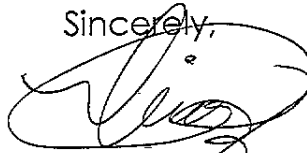
We are also enclosing this firm's check in the amount of \$78.75, covering the filing fee and certified copy fee. Please return the certified copy to our office in the self-addressed, stamped envelope provided.

Please return the extra copy of this letter, date-stamped, in the enclosed self-addressed, stamped envelope, as evidence of your receipt of this package.

If you have any questions, please call the undersigned, immediately.

Your attention to this matter is appreciated.

Sincerely,



N. Mimi Paez
legal assistant to
Linda C. Hanna

NMP/pc
Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
PRESTIGE HOLDINGS INTERNATIONAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of this corporation shall be:

Prestige Holdings International, Inc.

ARTICLE II
Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE III
Capital Stock

A. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this

corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

B. In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

C. The shareholders of the corporation shall not have preemptive rights to acquire unissued shares of the stock of the corporation.

ARTICLE IV Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V Principal Place of Business

The street address of the initial principal office, and if, different, the mailing address of the corporation, shall be Service 1st Housing, 12418 Hwy 301, Dade City, Florida 33525.

ARTICLE VI Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 600 S. Magnolia Avenue, Suite 125, Tampa, Florida 33606, and the initial registered agent of this corporation at such office shall be Linda C. Hanna. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than seven (7) members, the exact number of directors to be fixed from time

to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII
Initial Board of Directors

The initial Board of Directors shall consist of six members, such members to hold office until their successors have been duly elected and qualified. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Alberto Velarde	8732 McAdam Place Tampa, Florida 33634
Janice Velarde	8732 McAdam Place Tampa, Florida 33634
Wayne Butterfield	38930 Butterfield Lane Zephyrhills, FL 33540
Roberta Butterfield	38930 Butterfield Lane Zephyrhills, FL 33540
Deborah A. Gay	P.O. Box 276 Zephyrhills, FL 33541
Alan D. Gay, Sr.	P.O. Box 276 Zephyrhills, FL 33541

ARTICLE VIII
Incorporator

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

Name

Linda C. Hanna

Address

600 S. Magnolia Avenue
Suite 125
Tampa, Florida 33606

ARTICLE IX
By-Laws


A. The power to adopt the by-laws of this corporation to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

B. The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

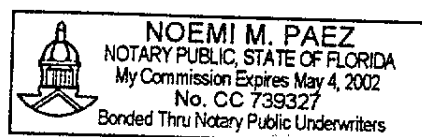

LINDA C. HANNA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1st day of March, 2000, by LINDA C. HANNA, who is personally known to me and who did not take an oath, and who signed the foregoing Articles of Incorporation, and acknowledged to me that she executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


NOEMI M. PAEZ
NOTARY PUBLIC
My Commission Expires:



PRESTIGE HOLDINGS INTERNATIONAL, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

LINDA C. HANNA, having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity.

DATED this 1st day of March, 2000.


LINDA C. HANNA

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00 MAR -3 AM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA