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JOHN K. VREELAND
TED W. WEEKS, III
THEODORE W. WEEKS, IV
A. H. LANE (RETIRED)

June 21, 1999

VIA FEDERAL EXPRESS

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32314

300003197123--4
-04/05/00--01085--007
*****78.75 *****78.75

Re: Incompliance Corporation

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation for a new Florida corporation to be known as INCOMPLIANCE CORPORATION. Please file the original Articles and return the copy to me, duly certified to show the date of filing.

Please note that corporate existence is to commence as of the date of the execution and acknowledgment of the Articles.

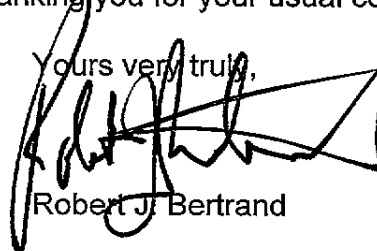
Our search of the Secretary of State's On-Line Records indicate that this name appears to be available for a new Florida corporation.

Also enclosed is this firm's check in the amount of \$78.75 to cover the following:

Filing Fee	\$70.00
Certified Copy Fee	\$ 8.75

If there are any questions concerning these Articles, I would appreciate your telephoning me collect at (863) 284-2213. Thanking you for your usual cooperation, I am

Yours very truly,


Robert J. Bertrand

RJB/mcd
Enclosures
xc: InCompliance Corporation

FILED
00 APR -5 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LANE, TROHN, BERTRAND & VREELAND, P.A.

ONE LAKE MORTON DRIVE • P.O. Box 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (863) 284-2200 • FAX (863) 688-0310
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ARTICLES OF INCORPORATION
OF
INCOMPLIANCE CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is INCOMPLIANCE CORPORATION .

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 3885 U.S. 98 South, Lakeland, Florida 33813 , and the mailing address of this corporation is 3885 U.S. 98 South, Lakeland, Florida 33813.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock having a par value of \$1.00 per share.

**ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 3885 U.S. 98 South, Lakeland, Florida 33813 and the name of the initial registered agent of this corporation at that office is Luis De Leon.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial director of the corporation is or are:

Mr. Luis De Leon
3885 U.S. 98 South
Lakeland, Florida 33813

ARTICLE VIII - INCORPORATOR


The name and address of the Incorporator is:

Robert J. Bertrand, Esquire
One Lake Morton Drive
Lakeland, Florida 33801

ARTICLE IX - INDEMNIFICATION


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

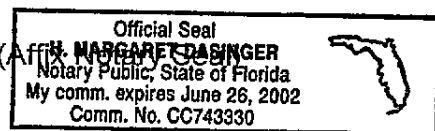
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of April, 2000.


ROBERT J. BERTRAND, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 4th day of April, 2000, by Robert J. Bertrand, who is personally known to me.

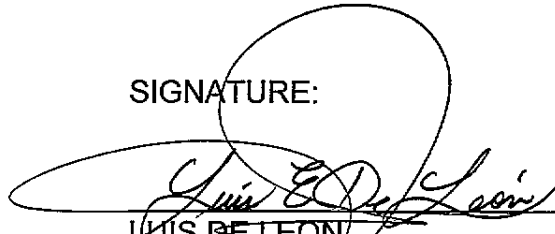

NOTARY PUBLIC, State of
Florida at Large
Print name: H. Margaret Dasinger
My commission expires: June 26, 2002



ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:



LUIS DE LEON

DATE: April 4th, 2000

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00 APR -5 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA