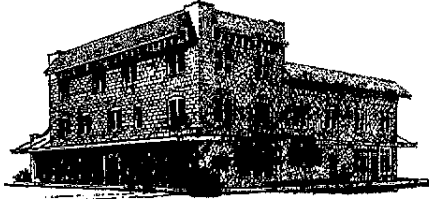


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HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.

ATTORNEYS AT LAW
1206 Manatee Avenue West
Bradenton, Florida 34205-7504
(941) 746-1167

LARRY R. CHULOCK
ANNE SHEFFLER DOUGLASS
GEORGE H. HARRISON
G. JOSEPH HARRISON
THOMAS W. HARRISON
ROBERT W. HENDRICKSON, III
W. NELON KIRKLAND



Please Reply To:
Post Office Box 400
Bradenton, Florida 34205-0400

Fax: (941) 746-9229

May 3, 2000

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

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Re: Headlee's Business Management, Inc.

Ladies or Gentlemen:

Enclosed in duplicate are the Articles of Incorporation for the above captioned corporation together with the certificate designating the Registered Agent and a Certification of Domestication for the corporation. We also enclose our check in the amount of \$128.75 to cover the following.

1. \$35.00 - Filing Fee
2. \$ 8.75 - Certified Copy of Articles
3. \$35.00 - Filing Registered Agent Certificate
4. \$50.00 - Certification of Domestication

Subsequent to filing of the enclosed Articles of Incorporation, please forward the certified copy to me at the above post office address. Thank you for your cooperation in this matter.

Very truly yours,

HARRISON, HENDRICKSON,
DOUGLASS & KIRKLAND, P.A.

By: 
Thomas W. Harrison

TWH:gb
Enclosures

FILED
2000 MAY -8 AM 9 47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

AR 5/11

FILED

2000 MAY -8 AM 9 47

CERTIFICATE OF DOMESTICATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, ROBERT A. HEADLEE, President of Headlee's Business Management, Inc., a Maryland corporation, in accordance with Florida Statutes §607.1801, does hereby certify:

1. The date on which the corporation was first formed was January 19, 1975.

2. The jurisdiction where the above named corporation was first formed, incorporated or otherwise came into being was the State of Maryland.

3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Headlee's Business Management, Inc.

4. The name of the corporation as set forth in its Articles of Incorporation to be filed pursuant to §607.0401 and §607.0202 with this Certificate is Headlee's Business Management, Inc.

5. The jurisdiction that constituted the seat, siege, social, principal, place of business or central administration of the corporation or any other equivalent thereto under the applicable law immediately prior to the filing of this Certificate of Domestication was the State of Maryland.

6. I am the duly elected and qualified President of Headlee's Business Management, Inc., and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 28 day of April, 2000.


ROBERT A. HEADLEE

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 28
day of April, 2000, by ROBERT A. HEADLEE, as President
of Headlee's Business Management, Inc., a Maryland corporation,

✓ who is personally known to me,
____ who produced _____ as
identification,

and who acknowledged before me that he executed the same freely and
voluntarily for the purposes therein expressed under authority duly
vested in him by said corporation and he affixed thereto the
official seal of said corporation.

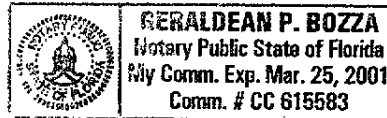
Gerald P. Bozza
Signature

Print Name

NOTARY PUBLIC - STATE OF FLORIDA

Commission No. _____

My Commission Expires: _____



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2000 MAY -8 PM 3:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HEADLEE'S BUSINESS MANAGEMENT, INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be HEADLEE'S BUSINESS MANAGEMENT, INC. The street address of the initial principal office and the mailing address of the Corporation shall be 3305 Lakeside Circle, Parrish, Florida 34219.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be one thousand (1,000) shares of common stock having no par value.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director, whose name and address is as follows:

NAME	ADDRESS
ROBERT A. HEADLEE	3305 Lakeside Circle Parrish, Florida 34219

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 3305 Lakeside Circle, Parrish, Florida 34219.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be ROBERT A. HEADLEE.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
ROBERT A. HEADLEE	3305 Lakeside Circle Parrish, Florida 34219

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 28 day of April, 2000.


ROBERT A. HEADLEE

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared ROBERT A. HEADLEE, to me known to be the person described in and who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same. I relied upon the following form of identification of the above named person:

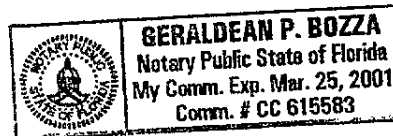
 who is personally known to me,
 who produced _____ as
identification.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of April, 2000.

Gerald P. Bozza
Signature

Printed Name
Notary Public-State of Florida
Commission No. _____

My Commission Expires:



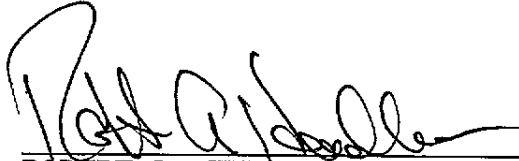
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2000 MAY -8 AM 9:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

I hereby accept to act as initial Registered Agent for
HEADLEE'S BUSINESS MANAGEMENT, INC., as stated in these Articles of
Incorporation.

A handwritten signature in black ink, appearing to read "Robert A. Headlee", is written over a horizontal line.

ROBERT A. HEADLEE