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May 18, 2000

FILED
00 MAY 26 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: RAY DELANEY, INC.
ARTICLES OF INCORPORATION

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-05/26/00--01090--003
*****87.50 *****87.50

Please find enclosed a check in the amount of \$87.50 for filing fee, registered agent fee, certified copy of Articles of Incorporation, and Certificate of Status for the above referenced Florida Corporation. Also enclosed are original of Articles of Incorporation for RAY DELANEY, INC.

Please advise when the Articles have been filed, and return the certified copy of the Articles to the herein referenced INCORPORATOR.

Sincerely,

RAYMOND E. DELANEY
INCORPORATOR

ARTICLES OF INCORPORATION
OF
RAY DELANEY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. NAME

The name of the Corporation shall be RAY DELANEY, INC., a Florida Corporation.

ARTICLE 2. PURPOSE

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

ARTICLE 3. POWERS

This Corporation shall have all the powers enumerated in the "Florida General Corporation Act", (Chapter 607, Florida Statutes).

ARTICLE 4. CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of voting common stock (one thousand shares), with a par value of \$1.00 (one dollar) per share.

ARTICLE 5. PREEMPTIVE RIGHTS

The holders of the common stock of the Corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be affixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the first 100 shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time

ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is;

763 SIESTA DRIVE
SARASOTA, FL 34242-1051

and the name of the initial registered agent of this Corporation at that address is;

RAYMOND E. DELANEY

ARTICLES OF INCORPORATION

RAY DELANEY, INC.

ARTICLE 7. INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by the By-laws, but shall never be less than one. The name of the initial Director of this Corporation is

RAYMOND E. DELANEY

ARTICLE 8. INCORPORATOR

The name and address of the incorporator of this Corporation is;

**RAYMOND E. DELANEY
763 SIESTA DRIVE
SARASOTA, FL 34242-1051**

ARTICLE 9. CORPORATION'S PRINCIPAL OFFICE

The principal office of this Corporation will be as follows;

**763 SIESTA DRIVE
SARASOTA, FL 34242-1051**

ARTICLE 10. AMENDMENT

This Corporation reserves the right to amend or repeal any provision(s) contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLES OF INCORPORATION

RAY DELANEY, INC.

ARTICLE 11. OFFICERS


The initial officer of this Corporation is as follows;

PRESIDENT	RAYMOND E. DELANEY
TREASURER	RAYMOND E. DELANEY
VICE-PRESIDENT	RAYMOND E. DELANEY
SECRETARY	RAYMOND E. DELANEY

ARTICLE 12. CORPORATE EXISTENCE

The Corporation will begin existence on May 30, 2000, and continue until dissolved as provided by law.

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 24th DAY OF MAY, 2000.

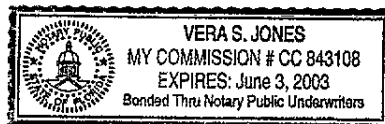

RAYMOND E. DELANEY
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF SARASOTA)

In my presence on May 24th, 2000 appeared RAYMOND E. DELANEY, known to be the person described as the Incorporator, who executed the foregoing Articles of Incorporation, and said person did acknowledge subscribing to the same.


NOTARY PUBLIC

Driver's license provided
for identification. Yes

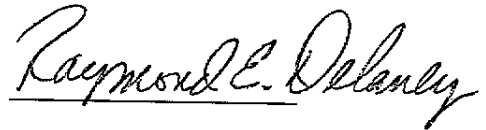


ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
RAY DELANEY, INC.

FILED
00 MAY 26 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above named Corporation, at the place designated in the Corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: MAY 18, 2000



RAYMOND E. DELANEY
Registered Agent for
Ray Delaney, Inc.