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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850) 222-1092
City State Zip Phone

CORPORATION(S) NAME

400003400594--8
-09/21/00--01057--004
*****8.75 *****8.75

400003400594--8
-09/21/00--01057--003
*****70.00 *****70.00

LAMCO Transition Co.

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LAURA EARNEST

T.SMITH SEP 21 2000

ARTICLES OF INCORPORATION
OF
LAMCO TRANSITION CO.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is: LAMCO Transition Co.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is:

201 S. Orange Avenue, Suite 1205, Orlando, FL 32801

THIRD: The number of shares the corporation is authorized to issue is:

8,000 Shares Common Stock; \$1.00 par value

FOURTH: The street address of the initial registered office of the corporation is:

c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324

and the name of its initial registered agent at such address is:

C T Corporation System

FIFTH: The names of addresses of the persons who are to serve as initial directors are:

Nicholas J. Lamoriello
201 S. Orange Avenue
Suite 120
Orlando, FL 32801

SIXTH: The name and address of each incorporator is:

E. Colby Cameron, Esq.,
Cameron & Mittleman LLP
56 Exchange Terrace
Providence, RI 02903.

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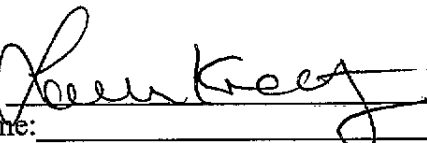
SEVENTH: Any other provision required or permitted by law is: None

DATE: September 19, 2000


Signature of Incorporator

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

C T CORPORATION SYSTEM

By: 
Name: _____
Title: _____
LAUREN H. KRETZ,
SPECIAL ASSISTANT SECRETARY

THE LAMCO GROUP, INC.
201 S. Orange Avenue, Suite 1205
Orlando, FL 32801

September 13, 2000

Secretary of State
Tallahassee, FL

RE: Incorporation of LAMCO Transition Co.

The undersigned, being the duly elected and authorized President of The LAMCO Group, Inc., a Florida corporation, hereby consents to the incorporation of a new Florida corporation to be known as "LAMCO Transition Co."

Very truly yours,

THE LAMCO GROUP, INC.

By:


Nicholas J. Lamoriello
President

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