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October 18, 2000

Department of State
Division of Corporations
P.O. Box 6237
Tallahassee, Florida 32314

Re: **PROFESSOR STONECASTLE TECHNOLOGY, INC.**

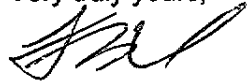
Dear Sir or Madame:

Enclosed please find the Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our office **check number 12580** in the amount of **\$70.** to cover the filing fee, designation of registered agent, and charter tax.

Once the Articles have been filed, please forward a copy to my office, in the enclosed self-addressed stamped envelope.

Thank you for your attention to this request and, if you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,



No copy

Thomas F. Cox, Esquire
TFC/mev

Enc. : Original Articles
Check for \$70.
Acceptance of Registered Agent

FILED
00 OCT 23 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Bush OCT 24 2000

FILED

OCT 23 AM 9:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PROFESSOR STONECASTLE TECHNOLOGY, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is PROFESSOR STONECASTLE TECHNOLOGY, INC.

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III

PURPOSE

The purpose of the Corporation is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares that the corporation is authorized to issue is One Thousand (1,000) shares, all of which shall be common shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V

PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe, or receive a right or rights to purchase or subscribe for, at fair market value thereof, a prorata share (as nearly as can be done without issuance of fractional shares) of:

1. Any stock that the corporation may issue or sell, whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by amendment thereof, and whether issued for cash, labor performed, personal property, or real property, or leases thereof; or
2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation, or which is attached or pertinent to any warrant or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock.

ARTICLE VI

TRANSFER RESTRICTIONS

Before there can be a valid sale or transfer of any of the shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation, then majority shareholder, then minority shareholder in the manner provided in accordance with Shareholders Agreement, to be executed upon receipt of corporate documents from the Secretary of State.

Each share certificate issued shall bear the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation, which copy of said Articles may be obtained from the corporation's office."

ARTICLE VII

PRINCIPLE OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is 1611 Country Club Road North, St. Petersburg, Florida 33710. The name of the initial Registered Agent of the corporation at that address is Don Cox.

ARTICLE VIII

DIRECTORS

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors; provided, however, the shareholders may, by majority vote based on the shares outstanding, create a Board of Directors, with a Board of not less than one (1) and no more than three (3) members.

ARTICLE IX
INCORPORATORS

The names and addresses of the incorporators are:

NAME

ADDRESS

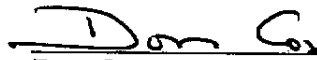
Don Cox

1611 Country Club Rd. North
St. Petersburg, Florida 33710

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have subscribed my name this 13th day of October, 2000.

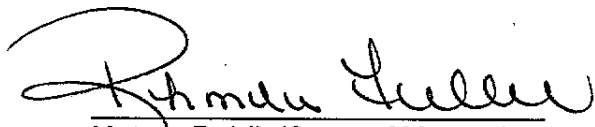

Don Cox

STATE OF KENTUCKY

COUNTY OF FAYETTE

BEFORE ME, the undersigned authority, personally appeared Don Cox at the time of notarization, who did take an oath and who is personally known to me, or who produced a Kentucky Drivers License as identification, executed the foregoing for the purposes therein contained.

WITNESS my hand and official seal in said County and State the 13th day of October, 2000.


Notary Public/State of Kentucky
My Commission Expires: 11-14-2000

FILED

00 OCT 23 AM 9:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND
NAMES AND ADDRESSES OF THE CORPORATION.

The following is submitted in compliance
with Chapter 48.091, Florida Statutes

PROFESSOR STONECASTLE TECHNOLOGY, INC., a Corporation, organized
under the laws of the State of Florida, with its principal office at 1611 Country Club Road
North, St. Petersburg, Florida 33710 and its mailing address being the same, has named
Don Cox, located at 1611 Country Club Road North, St. Petersburg, Florida 33710, as its
agent to accept service of process within the State.

OFFICERS:

NAME	ADDRESS	OFFICE
Don Cox	1611 Country Club Road North St. Petersburg, Florida 33715	President, Secretary, Treasurer

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open
during prescribed hours, to post my name in some conspicuous place in the office, as
required by law.

Don Cox
Don Cox