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EFFECTIVE DATE
11-15-00

November 10, 2000

via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: ParisOne, Inc.
Our File No.: 30548-8

FILED
00 NOV 13 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed are two (2) executed originals of the Articles of Incorporation for the above-referenced corporation, along with a check payable to the Secretary of State in the amount of \$78.75 in payment of the following:

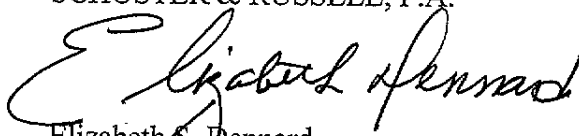
Filing Fee	\$35.00
Registered Agent Designation	35.00
Certified Copy	<u>8.75</u>
TOTAL	\$78.75

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-11/13/00--01129--020
*****78.75 *****78.75

Please return the certified copy to the attention of the undersigned. Thank you for your prompt attention and assistance. If you have any questions, please do not hesitate to call.

Very truly yours,

RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.


Elizabeth S. Dennard
Paralegal

/esd
Enclosure

TPA:170943:1

FORT LAUDERDALE ■ MIAMI ■ NAPLES ■ ST. PETERSBURG ■ SARASOTA ■ TALLAHASSEE ■ TAMPA ■ WEST PALM BEACH

EFFECTIVE DATE
11-15-00

**ARTICLES OF INCORPORATION
OF
PARISONE, INC.**

FILED
00 NOV 13 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PARISONE, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on November 15, 2000.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of one penny (\$.01) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this Corporation is:

Mr. Glenn Bergoffen
1746 Santa Barbara Drive
Dunedin, Florida 34698

ARTICLE VI - CORPORATE ADDRESS

The street address of the Corporation is:

1746 Santa Barbara Drive
Dunedin, Florida 34698

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Directors are elected/appointed as set forth in Section 7, Article II of the Corporate By-Laws.

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Glenn Bergoffen	1746 Santa Barbara Drive Dunedin, Florida 34698
James B. Soble	401 East Jackson Street Suite 2700 Tampa, Florida 33602

ARTICLE VIII - BY LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - INCORPORATION

The name and address of the person signing these Articles is:

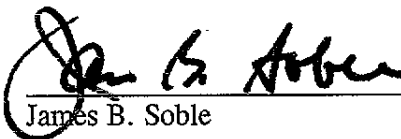
James B. Soble
401 East Jackson Street
Suite 2700
Tampa, Florida 33602

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

10th day of November, 2000.


James B. Soble

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN HIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 10 day of November, 2000


Glenn Bergoffen

FILED
00 NOV 13 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA