

SUPLEE & SHEA, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

T. Raymond Suplee, CPA
Norman J. Shea, III, CPA
Thomas R. Cramer, CPA
Joseph E. Rocklein, III, CPA

November 9, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-11/14/00--01032--008
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find Articles of Incorporation and check # 1070 for the fee in the amount of \$78.75 for the filing of the following new Florida corporation:

EVOLUTION ENTERPRISES, INC.

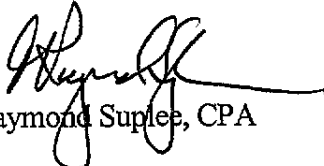
Please return the filed corporate papers to:

T. Raymond Suplee, CPA
Suplee & Shea, P.A.
800 S. Osprey Ave.
Sarasota, FL 34236.

FILED
NOV 14 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your cooperation in this matter.

Sincerely,


T. Raymond Suplee, CPA

TRS/kf

enc.

ARTICLES OF INCORPORATION
OF
EVOLUTION ENTERPRISES GROUP, INC.

FILED
00 NOV 14 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **EVOLUTION ENTERPRISES GROUP, INC.**

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, having a One and 00/100 Dollar (\$1.00) par value.

ARTICLE IV. ADDRESS

The street address of the Corporation is 800 S. OSPREY AVENUE, SARASOTA, FL 34236. The street address of the initial registered office of the corporation shall be 800 S. OSPREY AVENUE, SARASOTA, FL 34236 and the name of the initial registered agent of the corporation at that address is T. RAYMOND SUPLEE.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the Regulations issued hereunder. Such action as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers, initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the By-Laws.

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

T. RAYMOND SUPLEE
800 S. OSPREY AVENUE, SARASOTA, FL 34236

IN WITNESS WHEREOF, The undersigned has hereunto set his hand and seal on
the 10th day of November 2000.

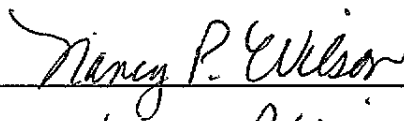


T. RAYMOND SUPLEE

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that the foregoing was acknowledged before me this
10th Day of November, 2000, by T. RAYMOND SUPLEE, who is
personally known to me or has produced _____ as
identification.



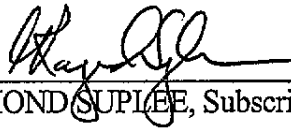


NANCY P. WILSON
I am a Notary Public in and for the State of
Florida and my commission expires

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in compliance with chapter 48.091
Florida Statutes.

EVOLUTION ENTERPRISES GROUP, INC., a corporation organized under the laws of the
State of Florida, with its principal office at 800 S. OSPREY AVENUE, SARASOTA, FL
34236 has named T. RAYMOND SUPLEE, located at 800 S. OSPREY AVENUE,
SARASOTA, FL 34236, as its registered agent at said initial registered office, to accept
service of process within this State.



T. RAYMOND SUPLEE, Subscriber

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



T. RAYMOND SUPLEE, Registered Agent

FILED

00 NOV 14 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FL 32399