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May 1, 2001

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*****78.75 *****78.75

Corporate Records Bureau

P. O. Box 6327

Tallahassee, Florida 32314

Re: **ADBE CAPITAL CORPORATION**

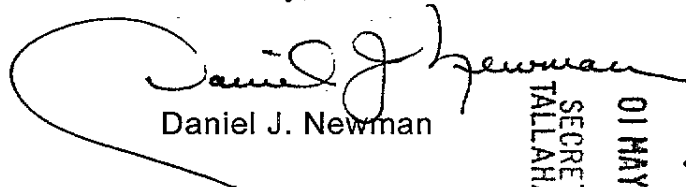
Gentlemen:

I am enclosing herewith an original and one copy of the Articles of Incorporation together with the Registered Agent's acknowledgment for the above-named corporation.

In addition, a check made payable to the **Department of State** in the sum of **\$78.75** is enclosed to cover the cost of the filing fee, registered agent's fee, and a certified copy of the Articles of Incorporation.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Your prompt attention to this matter would be greatly appreciated.

Sincerely,



Daniel J. Newman

DJN/dp
enclosures

corporate\ADBE Capitalcorp DEPTSTLTR

FILED
01 MAY - 7 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gks/14

ARTICLES OF INCORPORATION
OF
ADBE CAPITAL CORPORATION

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I.
NAME

The name of the corporation is **ADBE CAPITAL CORPORATION.**

ARTICLE II.
CAPITAL STRUCTURE

The aggregate number of shares which the corporation is authorized to issue is 50,000.

ARTICLE III.
PRINCIPAL PLACE OF BUSINESS

The principal office and mailing address of the corporation is 9425 Blind Pass Road, St. Petersburg Beach, Florida 33706.

ARTICLE IV.
INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one member. The name and addresses of the person who will serve on the initial board of directors is:

Horst Eiberger, 9424 Blind Pass Road, St. Petersburg Beach, Florida 33706.

ARTICLE V.
REGISTERED AGENT

The street address of the corporations' initial registered office is 4818 Gandy Boulevard, Tampa, Florida 33611, and the name of its initial registered agent at that office is Stephen L. Corcoran.

FILED
01 MAY -7 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE VI.
INCORPORATOR**

The name and address of the incorporator of the corporation is:

Horst Eiberger, 9425 Blind Pass Road, St. Petersburg Beach, Florida 33706.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation for uses and purposes aforesaid.




HORST EIBERGER

STATE OF GEORGIA
COUNTY OF Fulton)

FILED
MAY -7 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared HORST EIBERGER, to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation; and he freely acknowledged before me that according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at _____ in the said county and state this 31st day of **MARCH, 2001**.



NOTARY PUBLIC

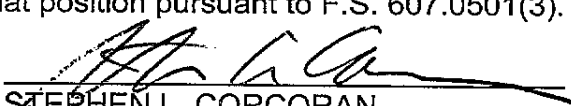
MY COMMISSION EXPIRES: _____

Nicole A. Johnson
(Print or Type Name of Notary Public)

Personally known ✓ Produced Identification _____
Type of Identification Produced _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **ADBE CAPITAL CORPORATION** at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



STEPHEN L. CORCORAN

Date: 4/23/01