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August 30, 2001

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Via UPS Next Day Air

Re: Waterford Corporation

000004565690--7
-08/31/01--01040--003
*****78.75 *****78.75

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation.
Please file one original and certify and return one original to me.

Also enclosed is our firm check in the amount of \$78.75, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	<u>8.75</u>
	Total	\$78.75

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes
Nancy Barnes, Paralegal

NRB/co
Enclosures

cc: Waterford Corporation
225.742a

FILED
AUG 31 AM 8:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

409aw
9/5/01

**ARTICLES OF INCORPORATION
OF
WATERFORD CORPORATION**

FILED
01 AUG 31 AM 8:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: Waterford Corporation.

ARTICLE 2

Principal Address / Mailing Address

The principal address and the mailing address of this corporation are 601 South Fremont Avenue, Tampa, Florida 33606.

ARTICLE 3

Shares

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 712 South Oregon Avenue, Tampa, Florida 33606 and the name of the initial registered agent of this corporation at that address is Michael R. Carey.

ARTICLE 5

Incorporator

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

Philip Rappa
601 South Fremont Avenue
Tampa, Florida 33606

ARTICLE 6

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are:

Philip Rappa
601 South Fremont Avenue
Tampa, Florida 33606

The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

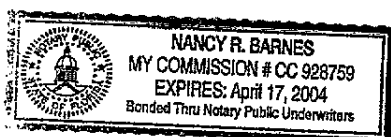
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 30th day of August, 2001.


Philip Rappa

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of August, 2001 by Philip Rappa.

SEAL

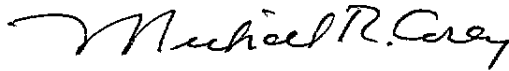


Nancy R. Barnes
Type, Print or Stamp Name of Notary

Personally known _____
or Produced Identification X
Type of Identification Produced FL Driver License
12100-673-48-052-0

Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Michael R. Carey
712 South Oregon Avenue
Tampa, Florida 33606

20-MRC-49

FILED
01 AUG 31 AM 8:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA