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August 30, 2001

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Secretary of State
Division of Corporation
409 E. Gaines St.
Tallahassee, Florida 32301

RE: Articles of Incorporations
for The Pottberg Company.

Enclosed please find my check in the amount of \$78.75 payable to the Secretary of State. I am enclosing for filing the Articles of Incorporation of The Pottberg Company. I am requesting that you send me a Certified copy of the Articles of Incorporation.

Thank you for your attention in this manner.

Very truly yours,

Ronald D. McCall
RONALD D. McCALL

RDM/smp
Enclosed

FILED
01 SEP -7 AM 11:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

9/12/01

FILED

ARTICLES OF INCORPORATION

OF

The Pottberg Company

01 SEP -7 AM 11:27

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of Florida.

ARTICLE I

NAME

The name of this corporation shall be The Pottberg Corporation.

ARTICLE II

EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSES

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

GENERAL POWERS

The corporation shall have power:

(a) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property or any interest therein, wherever situated.

(b) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or part of its property and assets.

(c) To lend money to, and use its credit to assist its officers and employees in accordance with Section 607.0833, Florida Statutes (1999).

(d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other

domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(e) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income.

(f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(g) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the State of Florida, within or without the state.

(h) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(i) To make and alter by-laws, not inconsistent with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(j) To make donations for the public welfare or for charitable, scientific or educational purposes.

(k) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(l) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(m) To be a promoter, incorporator, partner, member, associate, or manager of a corporation, partnership, joint venture, trust, or other enterprise.

(n) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

CAPITAL STOCK

(a)(1) The number of shares of capital stock authorized to be issued by this corporation shall be One Million(1,000,000) shares of common stock, each with a par value of One Cent (\$.01) and One Million (1,000,000) shares of preferred stock, each with a par value of One Cent (\$.01). The shares of preferred stock may be

divided into and issued in series.

(a)(2) Pursuant to Section 607.0602 of the Florida Statutes, the Board of Directors is expressly authorized and empowered to divide any or all of the shares of preferred stock into series and, within the limitations set forth in Section 607.0601 of the Florida Statutes, to fix and determine the relative rights and preferences of the shares of any series so established. The Board of Directors is expressly authorized to designate each series of preferred stock so as to distinguish the shares thereof from the shares of all other series and classes.

(a)(3) Each share of issued and outstanding common stock shall entitle the holder thereof to one (1) vote on each matter with respect to which shareholders have the right to vote, to fully participate in all shareholder meetings, and to share ratably in the net assets of the corporation upon liquidation and/or dissolution. Each share of issued and outstanding preferred stock shall have one (1) vote on each matter with respect to which common shareholders have the right to vote and shall be entitled to fully participate in all shareholder meetings unless the Board of Directors determines that such preferred stock or any series thereof shall not have voting rights. Each share of issued and outstanding preferred stock shall have such rights to share in the net assets of the corporation upon liquidation and/or dissolution as are determined and fixed by the Board of Directors pursuant to Florida Statutes. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 220 East Madison Street, Suite 500, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is Ronald McCall. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida, a statement complying with Section 607.0502 of the Florida Statutes.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors shall be one, and the name and address of the person who

is to serve as a member thereof is as follows:

Clifton Pottberg
President & CEO
The Pottberg Company
220 E. Madison Street
Suite 500
Tampa, Florida 33602

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator of this corporation is as follows:

RONALD D. McCALL
220 E. Madison Street
Suite 500
Tampa, FL. 33602

ARTICLE IX

AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE X

INDEMNIFICATION

If in the judgment of the majority of the entire Board of Directors (excluding from such majority any director under consideration for indemnification), the criteria set forth in § 607.0805 Florida Statutes, have been met, then the corporation shall indemnify any officer or director, or former officer or director, his personal representatives, devisees or heirs, in the manner and to the extent contemplated by the said § 607.0805.

ARTICLE XI

SHAREHOLDERS PROHIBITED FROM TAKING ACTION WITHOUT A MEETING

The shareholders may not take action by written consent. Any and all action by a shareholder is required to be taken at the annual shareholders meeting or at a special shareholders meeting. This provision applies to common stock and all classes of preferred stock.

ARTICLE XII

SPECIAL MEETINGS OF SHAREHOLDERS

Special meetings of the shareholders for any purpose may be called at the request in writing of shareholders owning not less than 50% of all votes entitled to be cast on any issue proposed to be considered at the proposed meeting by delivering one or more written demands for the meeting which are signed, dated and delivered to the Secretary of the Company and describing the purposes for which the meeting is to be held.

ARTICLE XIII

PRINCIPAL OFFICE

The Principal office of the corporation is 220 E. Madison Street, Suite 500, Tampa, Florida 33602.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.

Ronald D. McCall

RONALD D. MCCALL

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, an officer duly qualified to take acknowledgments, personally appeared RONALD D. MCCALL, to me known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 6 day of September, 2001.



Timothy L. Cokander
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE.

MY COMMISSION EXPIRES:

November 01, 2004

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FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DONICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHO PROCESS MAY BE SERVED

01 SEP -7 AM 11:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

The Pottberg Company, desiring to organize or qualify under the law of the State of Florida, with its principle place of business in Florida at 220 E. Madison St., Suite 500, City of Tampa, County of Hillsborough, State of Florida, has named RONALD D. McCALL, located at 220 E. Madison St, Suite 500, Tampa, Florida 33602, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within Florida.

Ronald D. McCally
RONALD D. McCALL

Title: Incorporator

Date: _____

HAVING been named to accept service of process for the above stated 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 and am familiar with my obligations and duties as Resident Agent.

Ronald D. McCally
RONALD D. McCALL

DATE: _____