

WILLIAM T. KIRTLEY, P. A.

ATTORNEY AT LAW

(A FLORIDA PROFESSIONAL ASSOCIATION)

TELEPHONE
(913) 852-0750

FAX
(913) 852-0038

702 SARASOTA QUAY
SARASOTA, FLORIDA 34230

P9500003514

200001378522

-01/12/95--01088--005

***122.50 ***122.50

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: GATEWAY AMERICAN PROPERTIES CORPORATION

Gentlemen:

Enclosed for filing with your office are Articles of Incorporation for GATEWAY AMERICAN PROPERTIES CORPORATION. Also enclosed is a check in the amount of \$122.50 covering the filing fee, the registered agent fee and the cost of one certified copy.

Please file the enclosed Articles of Incorporation at your earliest convenience and return the certified copy to the undersigned. If you have any questions or problems with respect to the enclosed filing, please contact the undersigned.

Thank you for your assistance with this filing.

Very truly yours,

Catherine J. Scott, CMA

Catherine J. Scott
Certified Legal Assistant

Enclosures

1/13/95

Intelligence Unit
Florida

55 JUN 12 AM 11:12

711 770

ARTICLES OF INCORPORATION
OF
GATEWAY AMERICAN PROPERTIES CORPORATION

ARTICLE I - Name

The name of the corporation is:

GATEWAY AMERICAN PROPERTIES CORPORATION

ARTICLE II - Mailing Address

The mailing address of the corporation shall be:

407 Sarasota Quay, Suite 27
Sarasota, FL 34236

ARTICLE III - Capital Stock

Section 1. The total number of shares of all classes of stock which the corporation shall have authority to issue is forty million (40,000,000) shares.

The corporation shall have authority to issue two (2) classes of stock. Thirty million (30,000,000) shares shall be common stock having a par value of \$.01 (hereinafter referred to as "Common Stock") and ten million (10,000,000) shares shall be preferred stock issuable in series and having a par value of \$.01 (hereinafter referred to as "Preferred Stock").

Section 2. Statement of Preferences, Limitations and Relative Rights in Respect of Shares of Each Class. A description of the different classes of stock and a statement of the designation, preferences, voting rights, limitations and relative rights of the holders of stock of such classes are as follows:

FILED
55 JUN 12 AM 11:12
TALLAHASSEE, FLORIDA

A. Preferred Stock.

(1) Shares of Preferred Stock may be issued from time to time in one or more series. The preferences and relative, participating, optional and other special rights of each of such series and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series already outstanding; and the Board of Directors of the corporation is hereby expressly granted authority to fix, by resolution or resolutions adopted prior to the issuance of any shares of a particular series of Preferred Stock, the designations, preferences and relative, participating, optional and other special rights, or the qualifications, limitations or restrictions thereof, of such series, including without limiting the generality of the foregoing, the following:

(a) The rate, if any, and times at which, and the terms and conditions on which, dividends on the Preferred Stock of such series shall be paid;

(b) The redemption price or prices, if any, and the times at which, Preferred Stock of such series may be redeemed;

(c) The rights of the holders of Preferred Stock of such series upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding up of the corporation;

(d) The terms of the sinking fund or redemption of purchase account, if any, to be provided for the Preferred Stock of such series;

(e) The right, if any, of the holders of Preferred Stock of such series to convert the same into, or exchange the same for, other classes of stock of the corporation and the terms and conditions of such conversion or exchange; and

(f) The voting powers, if any, of the holders of the Preferred Stock of such series.

(2) All shares of a particular series shall be identical in all respects. The rights of the Common Stock of the corporation may be subject to the preferences and relative, participating, optional and other special rights of the Preferred Stock or each series as fixed from time to time by the Board of Directors as aforesaid.

(3) The holders of the Preferred Stock, in preference to the holders of the Common Stock of the corporation, may be entitled to receive, if and when declared by the Board of Directors, dividends at the rate established by the Board of Directors at the time of the issuance of the shares of each series. Such dividends, when and if declared, may be cumulative so that if dividends in respect to any dividend period shall not have been paid upon, or declared and set apart for, the Preferred Stock the deficiency shall be fully paid or declared and set apart before any dividends shall be paid upon, or declared or set apart for the Common Stock.

B. Common Stock.

(1) After the requirements with respect to preferential dividends upon the Preferred Stock shall have been met, if such preference be established by the Board of Directors of the

corporation, and after the corporation shall have complied with all requirements, if any, with respect to the setting aside of sums as a sinking fund or redemption or purchase account for the benefit of any series of Preferred Stock, then and not otherwise, the holders of the Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors.

(2) After distribution in full of the preferential amount to be distributed to the holders of all series of the Preferred Stock then outstanding in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of the Common Stock shall be entitled to receive all the remaining assets of the corporation available for distribution to its stockholders ratably in proportion to the number of shares of Common Stock held by them respectively.

(3) Each holder of Common Stock shall have one (1) vote for each share of Common Stock held by him in all matters submitted to a vote of the stockholders. Cumulative voting in the election of directors will not be allowed.

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 702 Sarasota Quay, Sarasota, Florida 34236 and the name of the initial registered agent of this corporation at that address is WILLIAM T. KIRTLEY.

ARTICLE V - Incorporator

The name and address of the person signing these Articles is:
WILLIAM T. KIRTLEY, 702 Sarasota Quay, Sarasota, Florida 34236.

ARTICLE VI - Bylaws

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in either the Board of Directors or shareholders; provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE VII - Indemnification

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

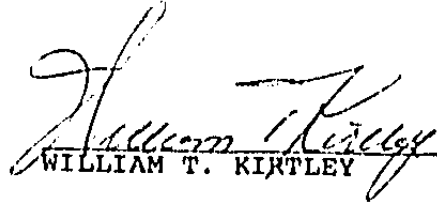
ARTICLE VIII - Affiliated Transactions

The provisions of Chapter 607.0901, Florida Statutes, as amended, shall not apply to this corporation.

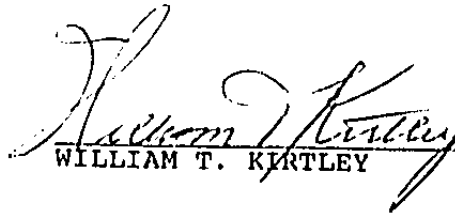
ARTICLE IX - Control Share Acquisitions

The provisions of Chapter 607.0902, Florida Statutes, as amended, shall apply to this corporation.

WITNESS my hand and seal at Sarasota, Florida this 9th day
of January, 1995.


WILLIAM T. KIRTLEY

The undersigned, having been designated in the foregoing
Articles of Incorporation as Registered Agent, hereby agrees to
accept said designation.


WILLIAM T. KIRTLEY

FILED
95 JAN 12 AM 11:13
TALLAHASSEE, FLORIDA

P95000003514

WILLIAM T. KIRTLEY, P. A.

ATTORNEY AT LAW

[A FLORIDA PROFESSIONAL ASSOCIATION]

TELEPHONE
(913) 952-0750
FAX
(913) 364-8038

702 SANABOTA QUAY
SANABOTA, FLORIDA 34238

May 18, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

5/22
800001496438
-05/23/95--01055--007
*****87.50 *****87.50

Re: GATEWAY AMERICAN PROPERTIES CORPORATION

Gentlemen:

Enclosed for filing with your office are Articles of Amendment to Articles of Incorporation for GATEWAY AMERICAN PROPERTIES CORPORATION. Also enclosed is a check in the amount of \$87.50 covering the filing fee and the cost of one certified copy.

Please file the enclosed Articles of Amendment to Articles of Incorporation at your earliest convenience and return the certified copy to the undersigned. If you have any questions or problems with respect to the enclosed filing, please contact the undersigned.

Thank you for your assistance with this filing.

Very truly yours,

Catherine J. Scott
Catherine J. Scott
Certified Legal Assistant

Enclosures

*Consent - over
funds*

FILED
95 MAY 22 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GATEWAY AMERICAN PROPERTIES CORPORATION

FILED
95 MAY 22 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607.1003, Florida Statutes, GATEWAY AMERICAN PROPERTIES CORPORATION hereby amends its Articles of Incorporation as follows:

1. Article III - CAPITAL STOCK, shall read as follows:

The corporation is authorized to issue ten million (10,000,000) shares of Common Stock, \$.01 par value.

2. The effective date of this Amendment shall be April 10, 1995.

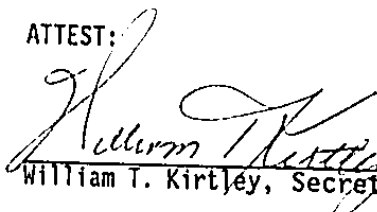
3. This Amendment was adopted by the Board of Directors of the corporation and the sole shareholder, which was a sufficient number to adopt such amendment, on April 10, 1995.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on May 17, 1995.

GATEWAY AMERICAN PROPERTIES CORPORATION

By 
James T. McDonough, President

ATTEST:


William T. Kirtley, Secretary

P95000003514

WILLIAM T. KIRTLEY, P.A.

ATTORNEY AT LAW

TELEPHONE
(941) 952-0750
FAX
(941) 955-4027

2940 SOUTH TAMPA TRAIL
SARASOTA, FLORIDA 34230

FILED
JUL 22 AM 8:16
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

July 3, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

800002231738--4
-07/07/97--01144--008
*****87.50 *****87.50

400002251034--7
-07/29/97--01086--024
*****35.00 *****35.00

Re: APOLLO III, INC./GATEWAY AMERICAN PROPERTIES CORPORATION

Gentlemen:

Enclosed for filing with your office are an Agreement, Plan and Articles of Merger relating to the merger of APOLLO III, INC. with and into GATEWAY AMERICAN PROPERTIES CORPORATION. Also enclosed is a check in the amount of \$87.50 covering the filing fee and the cost of one certified copy.

Please file the enclosed Agreement, Plan and Articles of Merger at your earliest convenience and return the certified copy to the undersigned. If you have any questions or problems with respect to the enclosed filing, please contact the undersigned.

Thank you for your assistance with this filing.

Very truly yours,

Catherine J. Scott, CFA
Catherine J. Scott
Certified Legal Assistant

Enclosures

#70.00 - CF
52.50 - Cert

Merger

P95000003514

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

APOLLO III, INC., a Florida corporation, P92000015082

INTO

GATEWAY AMERICAN PROPERTIES CORPORATION, a Florida corporation,
P95000003514

File date: July 22, 1997

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 14, 1997

RECEIVED JUL 16 1997

CATHERINE J. SCOTT
2940 SOUTH TAMiami TRAIL
SARASOTA, FL 34239

SUBJECT: GATEWAY AMERICAN PROPERTIES CORPORATION
Ref. Number: P95000003514

We have received your document for GATEWAY AMERICAN PROPERTIES CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger is \$35 per party to the merger. Please add an additional \$52.50 for each certified copy requested.

There is a balance of \$35 due for the certified copy you requested.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 197A00035965

Rec'd 7/22

WILLIAM T. KIRTLEY, P.A.

ATTORNEY AT LAW

TELEPHONE
(941) 952-9750
FAX
(941) 955-4027

2040 SOUTH TAMiami TRAIL
SARASOTA, FLORIDA 34239

July 17, 1997

Ms. Velma Shepard
Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

SUBJECT: GATEWAY AMERICAN PROPERTIES CORPORATION
Ref. Number: P95000003514

Dear Ms. Shepard:

In response to your letter of July 14, 1997, a copy of which is enclosed for your reference, we enclose our check for \$35 to cover the additional fees required.

We also enclose two copies of the Agreement, Plan and Articles of Merger to which has been added Section 4.03 regarding the adoption of the plan of merger.

If you need any further information or documentation, please contact the undersigned at your earliest convenience. Thank you for your assistance with this filing.

Very truly yours,



Catherine J. Scott
Certified Legal Assistant

Enclosures

AGREEMENT, PLAN AND ARTICLES OF MERGER

FILED
97 JUL 22 AM 8:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THIS AGREEMENT, PLAN AND ARTICLES OF MERGER, is made and entered into as of January 24, 1997 between APOLLO III, INC., a Florida corporation (hereinafter called "Apollo") and GATEWAY AMERICAN PROPERTIES CORPORATION, a Florida corporation (hereinafter called "GAPC" or the "Surviving Corporation") (Apollo and GAPC being sometimes collectively referred to herein as the "Constituent Corporations").

R E C I T A L S

A. Apollo is a corporation duly organized and existing under the laws of the State of Florida, having its offices at Sarasota, Florida.

B. GAPC is a corporation duly organized and existing under the laws of the State of Florida, having its offices at Sarasota, Florida.

C. Apollo, under its Articles of Incorporation as amended, has authorized capital of 25,000,000 shares, of which 17,500,000 shares are designated as Common Stock, \$.001 par value, and 7,500,000 shares are designated as Preferred Stock, \$.001 par value, which Preferred Stock may be issued in series. As of the date hereof, 1,671,715 shares of Common Stock are outstanding (the "Common Stock") and 126,000 shares of Preferred Stock designated as the First Series of Preferred Stock of Apollo are outstanding (the "Preferred Stock").

D. GAPC, under its Articles of Incorporation, as amended, has authorized capital of 10,000,000 shares of Common Stock, \$.01 par value per share. As of the date hereof, GAPC has outstanding 36,000 shares of its Common Stock.

E. The respective Boards of Directors and shareholders of Apollo and GAPC have determined that it is desirable and in the best interests of such shareholders to merge Apollo into GAPC pursuant to the provisions of the Florida Business Corporation Act.

NOW, THEREFORE, Apollo and GAPC, in consideration of the mutual covenants, agreements and conditions set forth herein, and in accordance with the laws of the State of Florida, hereby agree as follows:

ARTICLE I - Effect of Merger

Upon the Effective Date of the Merger (as described herein), which for financial accounting and reporting services shall be deemed to be January 13, 1995:

1.01. Apollo shall be merged with and into GAPC, which shall be the Surviving Corporation (such merger being sometimes called herein the "Merger"). The separate existence of Apollo shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation. As appropriate, the directors of Apollo shall take such

action, or allow such events to occur, as shall effect the dissolution of Apollo except as its continued existence may be required pursuant to the laws of the State of Florida or otherwise, including, without limitation, the provisions of Chapters 607.1404 and 607.1405, Florida Statutes, as amended. The corporate existence of GAPC shall continue unaffected and unimpaired by the Merger, and as the Surviving Corporation, GAPC shall continue to be governed by the laws of the State of Florida.

1.02. As the Surviving Corporation, GAPC shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public as well as a private nature of the Constituent Corporations. All property, real, personal and mixed, all debts due on whatever account, including without limitation subscriptions to shares, all other choses in action, and all and every other interest of or belonging to or due to the Constituent Corporations shall be taken and deemed to be transferred to and invested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

1.03. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the respective Constituent Corporations, and any claim existing or action or proceeding pending against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger.

1.04. All corporate acts, plans, policies, arrangements, approvals and authorizations of Apollo and GAPC, their respective shareholders, Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date of the Merger, shall be taken for all purposes as the acts, plans, policies, arrangements, approvals and authorizations of the Surviving Corporation, and shall be as effective and binding thereon as they were with respect to Apollo and GAPC.

1.05. From time to time thereafter, as and when requested by GAPC, or by its successors and assigns, the officers and directors of Apollo last in office shall and will execute and deliver such deeds and oth instruments, and take or cause to be taken such further action as shall be necessary in order to vest, perfect, or confirm, of record or otherwise, GAPC's title to and possession of all the properties, rights, privileges, immunities, powers and franchises of Apollo and to otherwise carry out the purposes of this Agreement, Plan and Articles of Merger.

ARTICLE II - Articles of Incorporation.

Bylaws and Directors

2.01. The Articles of Incorporation of GAPC, as in effect on the Effective Date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation, subject always to the right of the

Surviving Corporation to amend, alter, change or repeal its Articles of Incorporation in accordance with the laws of the State of Florida.

2.02. The Bylaws of GAPC, as existing and constituted on the Effective Date of the Merger, shall constitute the Bylaws of the Surviving Corporation until such Bylaws are altered, amended or repealed in accordance with the provisions thereof and the provisions of the laws of the State of Florida.

2.03. The directors and officers of the Surviving Corporation, from and after the Effective Date of the Merger shall be:

James T. McDonough

- Director, Chairman of the Board of Directors and Chief Executive Officer, President, Secretary and Treasurer

ARTICLE III - Conversion and Exchange of Shares

As of the Effective Date of the Merger, the record holders of the outstanding Common Stock of Apollo shall be issued an aggregate of 274,000 shares of the Common Stock, \$.01 par value, of GAPC in accordance with such holders' proportionate holdings of the Common Stock of Apollo (an exchange of approximately 6.1 shares of Apollo Common Stock for each share of Common Stock of GAPC) and the record holders of the outstanding Preferred Stock of Apollo shall receive one share of the Common Stock, \$.01 par value, of GAPC for each share of Preferred Stock. A like number of Common Stock Purchase Warrants shall also be in effect providing for, upon full exercise in accordance with the terms thereof, the issuance of 400,000 shares of Common Stock of GAPC.

ARTICLE IV - Execution, Effect and Effectiveness

4.01. Upon the execution of this Agreement, Plan and Articles of Merger by the directors and shareholders of the Constituent Corporations, this document shall serve as minutes of written action of such directors and of the record holders of all of the outstanding stock of GAPC and of the record holders of a majority of the outstanding Common Stock and Preferred Stock of Apollo, such shares of Common and Preferred Stock being equal in voting rights (one vote per share), as permitted pursuant to the Florida Business Corporation Act, evidencing the adoption by such directors and shareholders of the Plan of Merger incorporated herein as of the date hereof.

4.02. This Agreement, Plan and Articles of Merger shall be filed with the Department of State of the State of Florida in accordance with the provisions of the Florida Business Corporation Act. The Merger shall become effective in accordance with applicable law, and as described above (such date of effectiveness being called herein the "Effective Date of the Merger").

4.03. The date of adoption of this Agreement, Plan and Articles of Merger shall be January 24, 1997 and such has been adopted by the members of the Boards of Directors and the holders of a majority of the outstanding shares of the Constituent Corporations as of such date, which number was sufficient for approval.

ARTICLE V - Miscellaneous Matters

5.01. This Agreement, Plan and Articles of Merger may be executed in one or more counterparts, all of which shall be considered one and the same Agreement, and shall become a binding agreement when one or more counterparts have been signed by each of the parties and delivered to the other party.

5.02. This Agreement, Plan and Articles of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida.

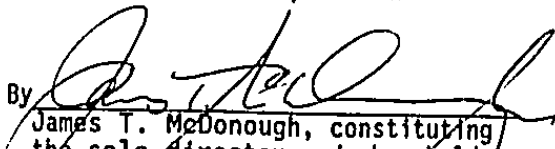
5.03. The headings of the several Articles herein are inserted for the convenience of reference only, and are not intended to be a part of, or to affect the meaning or interpretation of, this instrument.

5.04. This instrument shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors, assigns, heirs and representatives.

IN WITNESS WHEREOF, this Agreement, Plan and Articles of Merger has been adopted by the directors and the holders of a majority of the outstanding shares of each of the Constituent Corporations and has been executed by the President of each of the Constituent Corporations, and acknowledged by the Secretary of each of the Constituent Corporations, all as of the date first above written.

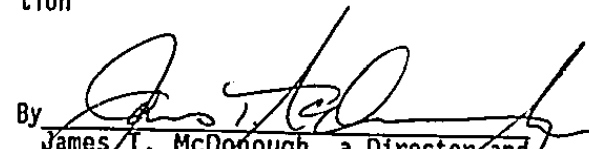
GATEWAY AMERICAN PROPERTIES CORPORATION, a Florida corporation

By


James T. McDonough, constituting
the sole director and shareholder
of GATEWAY AMERICAN PROPERTIES
CORPORATION

APOLLO III, INC., a Florida corporation

By


James T. McDonough, a Director and
Record Holder of 300,000 shares of
Common Stock

By

William T. Kirtley, a Director and
Record Holder of 75,000 shares of
Common Stock

ARTICLE V - Miscellaneous Matters

5.01. This Agreement, Plan and Articles of Merger may be executed in one or more counterparts, all of which shall be considered one and the same Agreement, and shall become a binding agreement when one or more counterparts have been signed by each of the parties and delivered to the other party.

5.02. This Agreement, Plan and Articles of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida.

5.03. The headings of the several Articles herein are inserted for the convenience of reference only, and are not intended to be a part of, or to affect the meaning or interpretation of, this instrument.

5.04. This instrument shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors, assigns, heirs and representatives.

IN WITNESS WHEREOF, this Agreement, Plan and Articles of Merger has been adopted by the directors and the holders of a majority of the outstanding shares of each of the Constituent Corporations and has been executed by the President of each of the Constituent Corporations, and acknowledged by the Secretary of each of the Constituent Corporations, all as of the date first above written.

GATEWAY AMERICAN PROPERTIES CORPORATION,
a Florida corporation

By

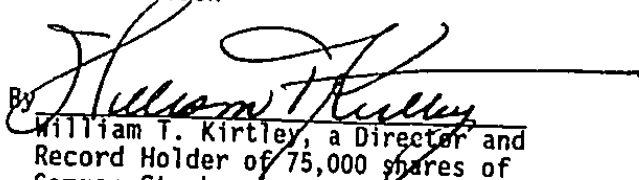
James T. McDonough, constituting
the sole director and shareholder
of GATEWAY AMERICAN PROPERTIES
CORPORATION

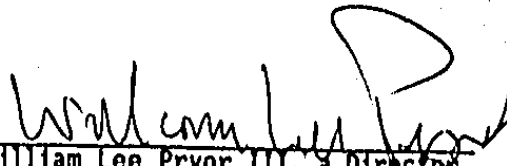

APOLLO III, INC., a Florida corporation

By

James T. McDonough, a Director and
Record Holder of 300,000 shares of
Common Stock

By


William T. Kirtley, a Director and
Record Holder of 75,000 shares of
Common Stock

By William Lee Pryor III  
William Lee Pryor III, a Director
and Record Holder of 30,000 shares
of Common Stock

By Maurice L. Lariviere
Maurice L. Lariviere, the Record
Holder of 75,000 shares of Common
Stock

By Margaret Mountain
Margaret Mountain, the Record
Holder of 100,000 shares of Common
Stock

By Randall J. Coyne
Randall J. Coyne, the Record
Holder of 75,000 shares of Common
Stock

By Marshall D. Davis
Marshall D. Davis, the Record
Holder of 100,000 shares of Common
Stock

By Ralph H. Grills, Jr.
Ralph H. Grills, Jr., the Record
Holder of 50,000 shares of Common
Stock

By Howard J. Manetti
Howard J. Manetti, the Record
Holder of 140,000 shares of Common
Stock

By William Lee Pryor III, a Director
and Record Holder of 30,000 shares
of Common Stock

By Maurice L. Lariviere
Maurice L. Lariviere, the Record
Holder of 75,000 shares of Common
Stock

By Margaret Mountain, the Record
Holder of 100,000 shares of Common
Stock

By Randall J. Coyne, the Record
Holder of 75,000 shares of Common
Stock

By Marshall D. Davis, the Record
Holder of 100,000 shares of Common
Stock

By Ralph H. Grills, Jr., the Record
Holder of 50,000 shares of Common
Stock

By Howard J. Manetti, the Record
Holder of 140,000 shares of Common
Stock

By William Lee Pryor III, a Director
and Record Holder of 30,000 shares
of Common Stock

By Maurice L. Lariviere, the Record
Holder of 75,000 shares of Common
Stock

By Margaret Mountain ✓
Margaret Mountain, the Record
Holder of 100,000 shares of Common
Stock

By Randall J. Coyne, the Record
Holder of 75,000 shares of Common
Stock

By Marshall D. Davis, the Record
Holder of 100,000 shares of Common
Stock

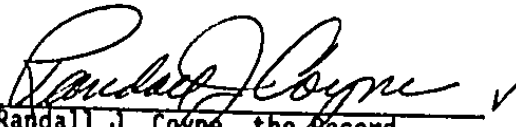
By Ralph H. Grills, Jr., the Record
Holder of 50,000 shares of Common
Stock

By Howard J. Manetti, the Record
Holder of 140,000 shares of Common
Stock

By William Lee Pryor III, a Director
and Record Holder of 30,000 shares
of Common Stock

By Maurice L. Lariviere, the Record
Holder of 75,000 shares of Common
Stock

By Margaret Mountain, the Record
Holder of 100,000 shares of Common
Stock

By  ✓
Randall J. Coyne, the Record
Holder of 75,000 shares of Common
Stock

By Marshall D. Davis, the Record
Holder of 100,000 shares of Common
Stock

By Ralph H. Grills, Jr., the Record
Holder of 50,000 shares of Common
Stock

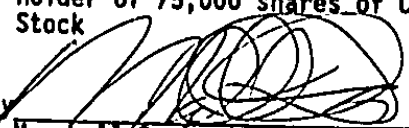
By Howard J. Manetti, the Record
Holder of 140,000 shares of Common
Stock

By William Lee Pryor III, a Director
and Record Holder of 30,000 shares
of Common Stock

By Maurice L. Lariviere, the Record
Holder of 75,000 shares of Common
Stock

By Margaret Mountain, the Record
Holder of 100,000 shares of Common
Stock

By Randall J. Coyne, the Record
Holder of 75,000 shares of Common
Stock

By 
Marshall D. Davis, the Record
Holder of 100,000 shares of Common
Stock ✓

By Ralph H. Grills, Jr., the Record
Holder of 50,000 shares of Common
Stock

By Howard J. Manetti, the Record
Holder of 140,000 shares of Common
Stock

By William Lee Pryor III, a Director
and Record Holder of 30,000 shares
of Common Stock

By Maurice L. Lariviere, the Record
Holder of 75,000 shares of Common
Stock

By Margaret Mountain, the Record
Holder of 100,000 shares of Common
Stock

By Randall J. Coyne, the Record
Holder of 75,000 shares of Common
Stock

By Marshall D. Davis, the Record
Holder of 100,000 shares of Common
Stock

By *Ralph H. Grills, Jr.* ✓
Ralph H. Grills, Jr., the Record
Holder of 50,000 shares of Common
Stock

By Howard J. Manetti, the Record
Holder of 140,000 shares of Common
Stock

By

William Lee Pryor III, a Director
and Record Holder of 30,000 shares
of Common Stock

By

Maurice L. Lariviere, the Record
Holder of 75,000 shares of Common
Stock

By

Margaret Mountain, the Record
Holder of 100,000 shares of Common
Stock

By

Randall J. Coyne, the Record
Holder of 75,000 shares of Common
Stock

By

Marshall D. Davis, the Record
Holder of 100,000 shares of Common
Stock

By

Ralph H. Grills, Jr., the Record
Holder of 50,000 shares of Common
Stock

By

Howard J. Manetti ✓
Howard J. Manetti, the Record
Holder of 140,000 shares of Common
Stock