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995-0000 21564

March 13, 1995

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Secretary of State
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Re: "DERAMORE HOLDINGS", INC.
Our File #15,598

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$122.50 to cover the filing fee.

If the above appears to be in order, please return a certified copy of same to this office. A copy is enclosed for this purpose.

Should you have any questions or comments, please do not hesitate to advise.

Very truly yours,


Peter T. Hofstra

PTH/dp

Enclosures

cc: Mr. John Elder

FILED
MAR 15 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
"DERAMORE HOLDINGS" INC.

FILED
1995 MAR 15 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators to these Articles of Incorporation, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS

The name of the corporation is: "Deramore Holdings" Inc. The physical address of the corporation is 5050 Gulf Boulevard, St. Petersburg Beach, Florida 33706. The mailing address of the corporation is 8640 Seminole Boulevard, Seminole, Florida 34642.

ARTICLE II
NATURE OF BUSINESS

The purpose of this corporation is to engage in any activities or businesses permitted under the laws of the United States and the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue seven thousand five hundred (7,500) shares, all of one class, at a par value of One Dollar (\$1.00) per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation in the State of Florida is 8640 Seminole Boulevard, Seminole, Florida 34642.

The initial registered agent of this corporation is Peter T. Hofstra.

ARTICLE VI
DIRECTORS

The corporation shall have one (1) director initially. The

number of directors may be increased or diminished from time to time, by amendment to the By-Laws, but shall never be less than one (1).

ARTICLE VII
INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
John Elder	73 Deramore Park South Malone Road Belfast BT9 5JY Northern Ireland

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
John Elder	73 Deramore Park South Malone Road Belfast BT9 5JY Northern Ireland

ARTICLE IX
INDEMNIFICATION

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

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XI
DATE OF INCEPTION**

The date the corporate existence shall begin is as of the date of filing and acceptance of these Articles by the Secretary of State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 16th day of NOVEMBER, 1994.

John Elder (SEAL)
JOHN ELDER

The foregoing instrument was acknowledged before me this 16th day of NOVEMBER, 1994, by John Elder, who is personally known to me, ~~or who has produced~~ _____ as identification.

(Signature of Notary)

(Name of notary, printed or stamped) BRUCE M. HILL, J.P.
142a Millwood Road
BILLY, BC9544
Notary Public
JUSTICE OF PEACE
(Serial Number, if any)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping open said office.

PETER T. HOFSTRA
Registered Agent

FILED
MAR 15 1998
SECRETARY OF STATE
TALLAHASSEE, FLORIDA