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SARASOTA, FLORIDA 34236

March 2, 1995
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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: CAPTIVE HOLDINGS, INC.

Gentlemen:

Enclosed for filing with your office are Articles of Incorporation for CAPTIVE HOLDINGS, INC. 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
Catherine J. Scott
Certified Legal Assistant

Enclosures

ARTICLES OF INCORPORATION
OF
CAPTIVE HOLDINGS, INC.

ARTICLE I - Name

The name of the corporation is:

CAPTIVE HOLDINGS, INC.

ARTICLE II - Mailing Address

The mailing address of the corporation shall be:

1502 Tamiami Trail North
Sarasota, FL 34236

ARTICLE III - Capital Stock

The corporation is authorized to issue one hundred thousand (100,000) shares of common stock, each share having a par value of \$.01 per share.

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.

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CLERK OF COURT

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.

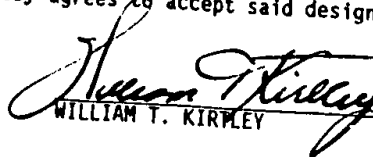
ARTICLE VII - Indemnification

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

WITNESS my hand and seal at Sarasota, Florida this 23rd day of March, 1995.


WILLIAM T. KIRTLLEY

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


WILLIAM T. KIRTLLEY

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MAR 27 1995