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Rich Litzenberger
The Litz International Group, Inc.
870 117th Terrace N.
St. Petersburg, FL 33716

FILED

95 APR -7 PM 3:10

SECRET
TALLAHASSEE, FLORIDA

April 1, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The Litz International Group, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$122.50. This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above-named corporation.

Very truly yours,



Rich Litzenberger
The Litz International Group, Inc.

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***122.50 ***122.50

Enclosures

NANCY HENDRICKS APR 13 1995

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ARTICLES OF INCORPORATION

of

THE LITZ INTERNATIONAL GROUP, INC.

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The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is The Litz International Group, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of one cent (\$.01) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Office and Agent of this Corporation is:

Rich Litzenberger
870 117th Terrace N.
St. Petersburg, FL 33716

ARTICLE VI - 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 By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation is as follows:

Rich Litzenberger
870 117th Terrace N.
St. Petersburg, FL 33716

President

The method of electing directors shall be stated in the corporation's bylaws.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is as follows:

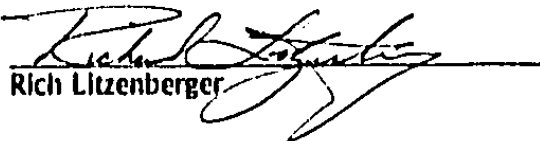
Rich Litzenberger
870 117th Terrace N.
St. Petersburg, FL 33716

ARTICLE VIII - CORPORATE OFFICE

The corporation's principal office and mailing address shall be as follows:

870 117th Terrace N.
St. Petersburg, FL 33716

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of April, 1995.


Rich Litzenberger

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Rich Litzenberger known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 1st day of April, 1995.



MARCHETA GRIFFITH
My Commission CC341008
Expires Jan. 10, 1998
Bonded by HAI
800-422-1555


Notary Public, State of Florida at Large
My Commission Expires:

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF REGISTERED AGENT
OF
THE LITZ INTERNATIONAL GROUP, INC**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

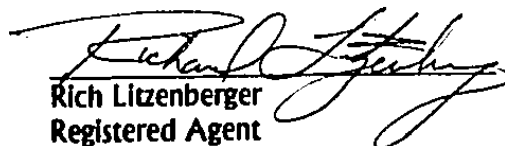
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

870 117th Terrace N.
St. Petersburg, FL 33716

has named Rich Litzenberger, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Rich Litzenberger
Registered Agent