

KILLGORE, PEARLMAN, GARDNER, ORNSTEIN & STAMP, P.A.
ATTORNEYS AND COUNSELORS AT LAW

KENNETH B. GARDNER
FRANK H. KILLGORE, JR.
DAVID S. MENDELSON
MARK L. ORNSTEIN

201 SOUTH ORANGE AVENUE, SUITE 900
POST OFFICE BOX 1913
ORLANDO, FLORIDA 32802-1913
TELEPHONE (407) 425-1020
FAX (407) 839-3635

CRAIG S. PEARLMAN
T. GREY SQUIRES
MARTIN F. STAMP

1 ALSO MEMBER OF DC & WEST VIRGINIA BAR
2 ALSO MEMBER OF NEW YORK & TEXAS BAR

P95000029601
APR 17 1998

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

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
APR 17 1998

Re: THE STEAR GROUP, INC.

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated.
Thank you.

Very truly yours,

KILLGORE, PEARLMAN, GARDNER,
ORNSTEIN & STAMP, P.A.

Craig S. Pearlman

CSP/jl
Enclosures

ARTICLES OF INCORPORATION
OF
THE STEAR GROUP, INC.

FILED
SECRETARY OF STATE
APR 10 1968
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is THE STEAR GROUP, INC. and its principal place of business and mailing address is 531 Versailles Drive, #200, Maitland, Florida 32789

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of voting common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 531 Versailles Drive, #200, Maitland, Florida 32789, and the name of the initial registered agent of this corporation at that address is WILLIAM L. STEAR.

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 in accordance with the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

William L. Stear
531 Versailles Drive #200
Maitland, FL 32789

ARTICLE VII - INCORPORATOR

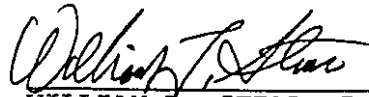
The name and address of the incorporator is:

William L. Stear
531 Versailles Drive #200
Maitland, FL 32789

ARTICLE VIII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of March, 1995.



WILLIAM L. STEAR, Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th day of March, 1995, by WILLIAM L. STEAR, who is personally known to me or who has produced _____ as identification and who did take an oath.

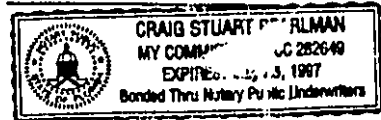
NOTARY PUBLIC:

Sign: _____

Print: Craig Stuart Pearlman
State of Florida at Large
My Commission Expires:

Commission No. _____

ACCEPTANCE REGISTERED AGENT



The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for THE STEAR GROUP, INC. hereby accepts such appointment this 28th day of March, 1995, and states that he/she is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

William L. Stear
WILLIAM L. STEAR