

**Frazer
Hubbard
& Brandt
& Trask**

Attorneys At Law

April 12, 1995

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JOHN P. FRAZER
JOHN G. HUBBARD
MARK W. BRANDT
THOMAS J. TRASK

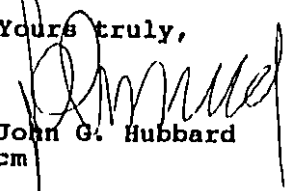
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/02/95--01067--011
****122.50 ****122.50

Gentlemen:

Enclosed are two original executed Articles of Incorporation for Don Ganley, Inc., and a check for filing fees in the amount of \$122.50. Please file the articles as soon as possible and return one certified copy to my attention.

Yours truly,


John G. Hubbard
cm

Enclosures

cc: Donald Ganley

NANCY HENDRICKS JUN 12 1995

**ARTICLES OF INCORPORATION
OF
DON GANLEY, INC.**

FILED
05 JUL -2 1970
FBI

ARTICLE I - NAME

The name of this corporation is **DON GANLEY, INC.**, and its street address is 1344 Nebraska Avenue, Palm Harbor, Florida 34683.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general purpose of this corporation is to engage in any and all lawful uses and purposes as permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 per value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 595 Main Street, Dunedin, Florida 34698, and the name of the registered agent of this corporation at that address is John G. Hubbard.

ARTICLE VII - INCORPORATORS

The name(s) and address(es) of the person(s) signing these articles of incorporation are:

John G. Hubbard 595 Main Street
Dunedin, FL 34698

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE IX - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by thirty-three and one-third percent (33-1/3%) of the shares of this corporation.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

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ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XII - POWERS

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

ARTICLE XIII - MEETINGS BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by conference telephone as provided by law.

ARTICLE XIV - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

ARTICLE XV - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by laws.

ARTICLE XVI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVII - TAX ELECTIONS

This corporation shall be entitled to elect any tax

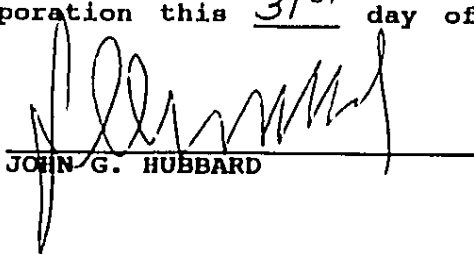
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treatment or enact any program or benefit to which it is entitled under law, including but not limited to:

1. Qualified pension or profit-sharing plan;
2. Election as a subchapter-S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement, whether qualified or not;
5. Corporation medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 31st day of MAY, 1995.


JOHN G. HUBBARD

STATE OF FLORIDA
COUNTY OF PINELLAS

31st The foregoing instrument was acknowledged before me this day of MAY, 1995, by JOHN G. HUBBARD, who is personally known to me or who has produced none as identification.


Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
CHRISTINE J. MCENTEE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC453624
MY COMMISSION EXP. APR. 18, 1999

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CERTIFICATE

**DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED: **DON GANLEY, INC.** desiring to organize
or qualify under the laws of the State of Florida, with the
principal place of business in the City of Palm Harbor, Florida,
has named **JOHN G. HUBBARD** as its resident agent to accept
service of process within Florida.

Signature: _____

Title: _____

Date: _____

5-31-95

ACCEPTANCE BY AGENT

Having been named to accept service of process for the
above-stated corporation, at the place designated in the
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Signature: _____

Date: _____

5-31-95

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