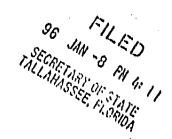


ARTICLES OF INCORPORATION

OF

APOLLO BAY DEVELOPMENT, INC.



The undersigned incorporator, for the purpose of forming a corporation pursuant to Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: Apollo Bay Development, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 325 South Boulevard, Tampa, Florida 33606.

ARTICLE III

The duration of this corporation shall be perpetual unless dissolved according to law. This corporation shall become effective upon filing with the Secretary of State.

ARTICLE IV

The purposes for which the corporation is organized are to engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, county, territory, or nation.

ARTICLE V

This corporation shall have no more than 1000 shares of common stock outstanding at any time.

ARTICLE VI

The name and address of the initial registered agent is: Michael L. Peterson, Esq., c/o Molloy, James & Peterson, 325 South Boulevard, Tampa, Florida 33606.

ARTICLES OF INCORPORATION

Page Two

ARTICLE VII

The name and address of the incorporator Michael L. Peterson, Esq., Molloy, James & Peterson, 325 South Bouleverd, Tampa, Florida 33606.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 5/4 day of January, 1996.

MICHAEL L. PETERSON, ESQ.

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

I am a Notary Public of the State of Florida. THE FOREGOING INSTRUMENT was acknowledged before me this _5/2_ day of January, 1996, by MICHAEL L. PETERSON, ESQ., who is personally known to me and who did not take an oath.



OFFICIAL SEAL'
Deboran P. Chambors
My Commission Expires
Aug. 24, 1996
Comm. No. CC 22327Z

Notary Public

ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent and having been designated to accept service of process for APOLLO BAY DEVELOPMENT, INC., at the place designated as the registered office, I hereby agree to serve as registered agent, to comply with all laws regarding the performance of my duties, and to accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 51/2 day of January, 1996.

SEAL

MICHAEL L. PETERSON, ESQ.

Registered Agent