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February 26, 1996

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

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\*\*\*\*122.50 \*\*\*\*122.50

re: AAP Group, Inc.

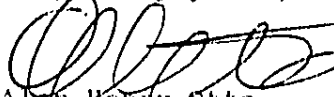
Dear Sirs:

Enclosed are two copies of fully executed Articles of Incorporation for AAP Group, Inc. Also enclosed is a check in the amount of \$ 122.50 for the filing fees and a Certified Copy.

Please file the Articles of Incorporation and return a Certified Copy by regular mail to the Registered Agent, Alan H. Otte, Esq., 13604 Pub Place, Tampa, Florida 33624.

Thank you for your assistance with this matter.

Very truly yours,

  
Alan Henry Otte

AHO/cho  
Encl.  
cc: Martin A. Vicari

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER MAR 1 1996

ARTICLES OF INCORPORATION  
OF  
AAP GROUP, INC.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as sole Incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**ARTICLE I**  
Name

The name of the Corporation is AAP GROUP, INC.

**ARTICLE II**  
Term of Existence

The date when corporate existence shall commence shall be the date of filing these Articles of Incorporation with the Florida Secretary of State, as provided by Section 607.0203(1) of the Act, and the Corporation shall have perpetual existence thereafter.

**ARTICLE III**  
Principal Office

The original principal office of the Corporation is 13604 Pub Place Tampa, Hillsborough County, Florida. The Corporation reserves the right to modify or relocate such principal office at anytime or times.

**ARTICLE IV**  
Purposes

The Corporation may engage in the transaction of any or all lawful business in which corporations may lawfully engage under the laws of the State of Florida.

**ARTICLE V**  
General Powers

The Corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real property or personal property, tangible or intangible, or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property or assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.

(i) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

The foregoing powers are not intended to restrict or to limit the powers of the Corporation under the laws of the State of Florida, but to expand or assure that the Corporation shall have the foregoing powers, whether or not they are provided by the laws of the State of Florida. It is intended that the Corporation shall have all powers permitted to corporations in the State of Florida, whether the same are enumerated above or in the Florida Statutes.

#### ARTICLE VI Capital Stock

The Corporation is authorized to issue Two Million (2,000,000) shares of one mil (\$.001) par value common stock, which will be designated Common Stock.

#### ARTICLE VII Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Alan H. Otte, Attorney at law, 13604 Pub Place, Tampa, Florida 33624, and the name of its initial registered agent at such address is Alan H. Otte.

#### ARTICLE VIII Directors

The Corporation will have one director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 but no more than 10 directors. The name and address of the initial director of the Corporation, who will serve until his successor(s) are duly elected and qualified, are:

| Name             | Address                                            |
|------------------|----------------------------------------------------|
| Martin A. Vicari | 6201 Johns Road<br>Suite 7<br>Tampa, Florida 33634 |

## **ARTICLE IX Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

| Name         | Address                                 |
|--------------|-----------------------------------------|
| Alan R. O'Le | 13604 Pub Place<br>Tampa, Florida 33624 |

## **ARTICLE X Affiliated Transactions**

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

## **ARTICLE XI Control Share Acquisitions**

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

## **ARTICLE XII Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

## **ARTICLE XIII Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

## **ARTICLE XIV Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on February 26, 1996.

  
\_\_\_\_\_  
Alan H. Otte  
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I 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.

Dated: February 26, 1996

  
\_\_\_\_\_  
Alan H. Otte

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