

ARTICLES OF INCORPORATION

OF

GOETHE'S AXIOM, INC.

FILED
25 APR - 11 AM '97
TAMPA, FLORIDA

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is **GOETHE'S AXIOM, INC.**

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation's principal office address is 201 Kelsey Lane, Tampa, Florida 33619. The corporation's principal mailing address is P. O. Box 5059, Tampa, Florida 33675-5059.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon filing these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

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

ARTICLE V
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$0.01 par value per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is **MICHAEL VILLA**. The street address of the initial registered office of the corporation in the State of Florida is 201 Kelsey Lane, Tampa, Florida, 33619. The mailing address of the initial registered office of the corporation in the State of Florida is P. O. Box 5059, Tampa, Florida, 33675-5059.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial director is Michael Villa, 201 Kelsey Lane, Tampa, Florida, 33619. The name and mailing address of the initial director is Michael Villa, P. O. Box 5059, Tampa, Florida, 33675-5059.

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Michael Villa, 201 Kelsey Lane, Tampa, Florida, 33619. The name and mailing address of the Incorporator to these Articles of Incorporation is Michael Villa, P. O. Box 5059, Tampa, Florida, 33675-5059.

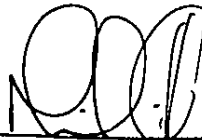
ARTICLE IX
BYLAWS

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

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of April, 1996.



MICHAEL VILLA, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 3RD day of April, 1996



MICHAEL VILLA, Registered Agent

FILED
06 APR -4 AM 9:17
TALLAHASSEE, FLORIDA