

PHILIP E. PERREY, P.A.

ATTORNEY AND COUNSELOR AT LAW

BLAKE PARK - SOUTH 5030
5030 17TH AVENUE WEST
BRADENTON, FLORIDA 34209

(941) 702-0510

FAX (941) 705-8100

BOARD CERTIFIED REAL ESTATE LAWYER
CERTIFIED CIRCUIT COURT MEDIATOR

May 17, 1996

P960000 44832

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

Re: **Circuit Resources, Inc.**

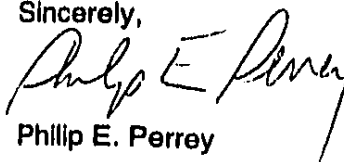
400001831064
-05/21/96--01009--014
****122.50 ****122.50

Dear Sir or Madam:

Enclosed are two original executed copies of the Articles of Incorporation for **CIRCUIT RESOURCES, INC.**, together with a check for the \$122.50 filing fee calculated as follows: Articles of Incorporation - \$35.00; Designation of and Acceptance by Registered Agent - \$35.00; and certified copy of Articles - \$52.50.

Please return the certified copy to the undersigned. Thank you for your courteous cooperation.

Sincerely,


Philip E. Perrey

PEP:mb
Enclosures

FILED
95 MAY 20 AM 8:52
TALLAHASSEE, FLORIDA

R CHESSEY

MAY 28 1996

ARTICLES OF INCORPORATION

The undersigned, RONALD BROOKS, desires to become a body corporate and, as Incorporator, does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

ARTICLE I

The name of this corporation shall be:

CIRCUIT RESOURCES, INC.

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with a par value of \$5.00 per share. The consideration to be paid for each share shall be fixed by the

FILED
96 MAY 20 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Board of Directors. The authorized shares of this corporation shall consist of one class of common stock only.

ARTICLE V

The holders of the common shares of this corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued or sold by the corporation, ratably according to their respective holdings, and such pre-emptive rights shall likewise extend to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Any shares offered to shareholders under their pre-emptive rights, and not purchased, shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such reoffering, the corporation may sell any shares still unsold in any other manner permitted by these Articles. The price of any such shares or other instruments to which such pre-emptive rights are applicable shall be at the price such shares or other instruments are offered to others, which price may be in excess of par.

ARTICLE VI

The street address of this corporation's principal office, and the initial registered office of the corporation, is 1150 13th Avenue East, Palmetto, Florida. The mailing address of the corporation is 1150 13th Avenue East, Palmetto, Florida 34221. The name of this corporation's initial registered agent at such address is Ronald Brooks. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE VII

The number of Directors constituting the Initial Board of Directors shall be one. The Board of Directors shall consist of not less than one nor more than three members, and the number of members of the Board of Directors may be fixed from time-to-time by the By-Laws of the corporation, but until so fixed shall consist of one person. The name and address of the member of the initial Board of Directors is as follows:

Ronald Brooks
5407 12th Avenue Drive West
Bradenton, Florida 34209

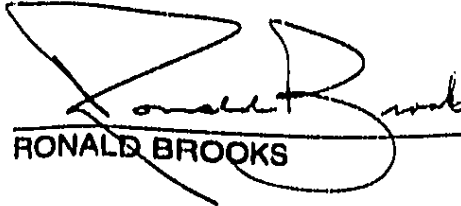
ARTICLE VIII

The name and address of the incorporator is as follows:

Ronald Brooks
5407 12th Avenue Drive West
Bradenton, Florida 34209

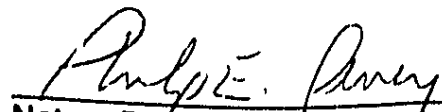
IN WITNESS WHEREOF, the undersigned, being the original incorporator of this corporation, does certify that he is of full age and competent to contract and that the Director named is of full age and a citizen of the United States of America. For the purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file this agreement, hereby declaring and certifying that the matters

above stated are true, and accordingly I have hereunto set my hand and seal this 29th day of April, 1996.


RONALD BROOKS (SEAL)

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 29th day of April, 1996, by Ronald Brooks, who is personally known to me or who has produced W/A as identification and who did not take an oath.

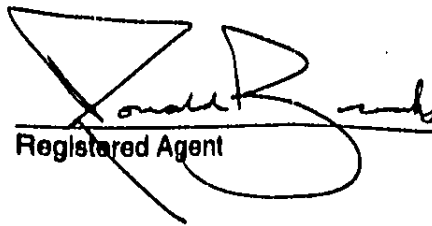

Notary Public
Print Name: Philip E. Perrey
My Commission Expires: _____



PHILIP E. PERREY
My Commission Expires Feb. 14, 2000

ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for CIRCUIT RESOURCES, INC., a Florida corporation.


Registered Agent

FILED
96 MAY 20 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA