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CASS, GRAHAM & FISHER
ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

324 HYDE PARK AVENUE
SUITE 375
TAMPA, FLORIDA 33600

(813) 253-2002
FAX (813) 253-2204

EFFECTIVE DATE
6/14/96

June 12, 1996

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

000001872090
-06/24/96--01004--002
*****70.00 *****70.00

Greetings:

Please file Articles of Incorporation for ROMAN HOLDINGS, INC.

An original and a copy of the Articles are enclosed along with an Acceptance of Appointment as Registered Agent and a check in the amount of \$70.00. The check represents payment of the following fees:

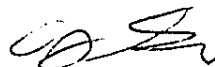
Filing Fee	\$ 35.00
Registered Agent Appointment	35.00
Total	<u>\$ 70.00</u>

Please send the date-stamped copy of the Articles to me at the address set forth above.

Feel free to telephone me should you have any questions.

Thank you.

Sincerely,



Andrew L. Graham

FILED
96 JUN 21 AM 9 34
TAMPA, FLORIDA

SAB
6/24/96

EFFECTIVE DATE
6/14/96

ARTICLES OF INCORPORATION
OF
ROMAN HOLDINGS, INC.

FILED
56 JUN 21 PM 3 34
TAMPA, FLORIDA

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is ROMAN HOLDINGS, INC.

ARTICLE II ADDRESS

The corporation's address is 405 Columbia Drive, Tampa, Florida 33606.

ARTICLE III COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence will commence June 14, 1996; provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE IV BUSINESS AND POWERS

The corporation may engage in any activity or business not prohibited by the laws of the United States or the State of Florida and will have the power and authority to do everything necessary, proper, advisable or convenient to accomplish its purposes and to do all other things incidental thereto or connected therewith which are not prohibited by law or these Articles of Incorporation.

ARTICLE V AUTHORIZED SHARES

The corporation is authorized to issue 10,000 shares of \$0.01 par value common stock, each of which will confer the same rights and privileges as conferred by all the other common shares of the corporation. Shareholders of the corporation will not have preemptive rights.

ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 405 Columbia Drive, Tampa, Florida 33606 and the initial registered agent at that same address is Todd A. Tindall.

ARTICLE VII INITIAL DIRECTORS

The following individuals will be the initial directors of the corporation:

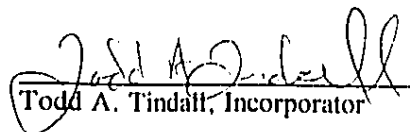
Todd A. Tindall
Robert S. Lott

The initial directors will hold office for the first year of the corporation's existence and until their successors are duly elected and qualified, subject to their earlier resignation or their removal from office by the shareholders of the corporation at any time with or without cause.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is Todd A. Tindall, 405 Columbia Drive, Tampa, Florida 33606.

The undersigned incorporator has executed these Articles of Incorporation this 14th day of JUNE, 1996.


Todd A. Tindall, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation set forth below. I am familiar with and accept the obligations of this position.

1. The name of the corporation is ROMAN HOLDINGS, INC.
2. The name and address of the registered agent is:

Todd A. Tindall
405 Columbia Drive
Tampa, Florida 33606



Todd A. Tindall

Date: 6/14/96

FILED

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