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7/17/94

FILED DATE
7/15/96
**ARTICLES OF INCORPORATION
OF
TADCO INTERNATIONAL, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 17 PM 1:10

THE UNDERSIGNED, acting as sole incorporator of Tadeo International, Inc. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation, effective as of July 15, 1996, pursuant to Section 607.0203(1) of the Florida Statutes:

ARTICLE 1
Name

The name of the Corporation is: Tadeo International, Inc.

ARTICLE 2
Effective Date

Pursuant to the provisions of Section 607.0203(1) of the Florida Statutes, these Articles of Incorporation shall have an effective date of July 15, 1996.

ARTICLE 3
Business and Activities

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE 4
Shares

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be Ten Thousand (10,000) shares, consisting of a single class of common stock having a par value of \$0.01 per share.

ARTICLE 5
Preemptive Rights

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

ARTICLE 6
Principal Office and Mailing Address

The street address and mailing address of the Principal Office of the Corporation is 3606 4th Avenue, Tampa, Florida 33605. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

ARTICLE 7
Initial Board of Directors

The number of the Directors constituting the Initial Board of Directors of the Corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1).

The name and address of the person who shall serve as the initial Director and until successor Directors are elected and shall qualify is as follows:

Frank T. Costa
3606 4th Avenue
Tampa, Florida 33605

ARTICLE 8
Initial Officers

The name and address of the person who is to serve as the initial officer and until successor officers are elected and shall qualify is as follows:

Frank T. Costa	-	President and Secretary
3606 4th Avenue		
Tampa, Florida 33605		

ARTICLE 9
Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 3606 4th Avenue, Tampa, Florida 33605, and the initial Registered Agent at such address is Frank T. Costa.

ARTICLE 10
Incorporator

The name and address of the sole incorporator of the corporation is: Matthew R. Costa, Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, FL 33602.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator this 16th day of July, 1996.

A handwritten signature in cursive script, appearing to read "Matthew R. Costa", is written over a horizontal line.

Matthew R. Costa, Incorporator

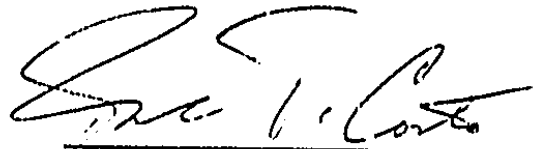
**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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THE UNDERSIGNED, having been named in Article 9 of the foregoing Articles of Incorporation as Initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED this 16th day of July, 1996.

A handwritten signature in dark ink, appearing to read "Frank T. Costa", written over a horizontal line.

Frank T. Costa