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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
FAX: (904) 222-4000

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PHONE: (813) 229-2300
FAX: (813) 221-4210

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NAME: DREAMCASTLE, INC.

FAX AUDIT NUMBER: H96000010060

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NAME: Sherry D. Logsdon, Legal Assistant

TELECOPIER PHONE NUMBER: (813) 221-4210

ANY PROBLEMS CONTACT: COPY ROOM EXT. 206
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FOLEY & LARDNER

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July 19, 1996

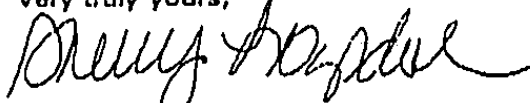
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State of Florida
Department of State
Electronic Filing Section
P.O. Box 1300
Tallahassee, FL 32302-1300

Re: DreamCastle, Inc.

Dear Sir/Madam:

Please find attached Articles of Incorporation for DreamCastle, Inc. The Fax Audit Number has been typed at the top and bottom of all pages of the document and the Electronic Filing Cover Sheet is included. Please file the Articles of Incorporation and fax the confirmation of filing letter and certified copy certificate to attach to the original to the undersigned as soon as possible. If you experience any problems in the course of filing the attached please contact me at (813) 225-4117 immediately. Thank you for your assistance in this matter.

Very truly yours,



Sherry D. Logsdon
Legal Assistant

SDL

Enclosures

cc: Scott D. Irwin, Esq.

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ESTABLISHED 1942

A MEMBER OF GLOBALEX WITH MEMBER OFFICES IN BERLIN, BRUSSELS, DRESDEN, FRANKFURT, LONDON, PARIS, SINGAPORE, STUTTGART AND TAIPEI

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
DreamCastle, Inc.

FILED
JUL 19 1996
CLERK OF COURT
TAMPA, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of DreamCastle, 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 (the "Articles") for the Corporation:

ARTICLE I
Name

The name of the Corporation is: DreamCastle, Inc.

ARTICLE II
Effective Date

These Articles are effective as of July 18, 1996, a date which is not more than five (5) business days prior to the date of filing, as provided for in §607.0203 of the Florida Statutes.

ARTICLE III
Business and Activities

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

ARTICLE IV
Shares

The total number of shares which the Corporation shall have the authority to issue

Prepared by:
Scott D. Irwin, Esq.
Foley & Lardner
P.O. Box 3391
Tampa, FL 33601-3391
(813) 229-2300
Fla Bar No.: 0068640

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shall be One Thousand (1,000) shares, consisting of a single class of common stock having a par value of \$.01 per share.

ARTICLE V
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 VI
Principal Office

The address of the Principal Office of the Corporation is 315 South Edison Avenue, Apartment 15, Tampa, Florida 33606. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VII
Mailing Address

The mailing address of the Corporation is 315 South Edison Avenue, Apartment 15, Tampa, Florida 33606.

ARTICLE VIII
Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation is two (2). The number of Directors may be increased or decreased from time to time as provided in the Bylaws, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as the initial Directors and until successor Directors are elected and qualified are as follows:

John Alan Parrish
Cheryl Anne Parrish

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ARTICLE IX
Initial Registered Office and Agent

The address of the Initial Registered Office of the Corporation is 315 South Edison Avenue, Apartment 15, Tampa, Florida 33606, and the Initial Registered Agent at such address is John Alan Parrish.

ARTICLE X
Incorporator

The name and address of the sole incorporator of the Corporation is: Sherry D. Logsdon, 100 N. Taropa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 19th day of July, 1996.


Sherry D. Logsdon, Incorporator

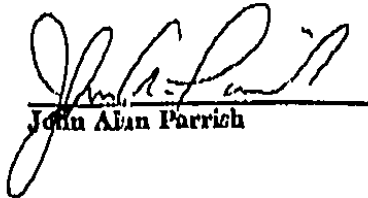
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**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, a . resident of the State of Florida, having been named in Article VIII 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 it 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 it as Registered Agent of DreamCastle, Inc.

DATED, this 19th day of July, 1996.


John Alan Parrish

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