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July 26, 1996

Director
Division of Corporations
The Capitol
Tallahassee, Florida 32304

EFFECTIVE DATE
7-26-96

FILED
96 JUL 30 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: NET GAIN, INC.

Dear Sir:

Enclosed please find Articles of Incorporation for the above captioned corporation, together with my check in the amount of \$122.50 to cover the costs of the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	\$35.00

We would appreciate your filing these Articles, certifying them as the Articles of Incorporation and return them to my office.

Very truly yours,

David M. Wall

DMW: jkl
enclosures (specified)

JUL 31 1996

BSB

ARTICLES OF INCORPORATION
OF
NET GAIN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is NET GAIN, INC.

EFFECTIVE DATE
7-26-96

ARTICLE II

DURATION

The duration of this corporation shall be perpetual, commencing on the date of execution and acknowledgement of these articles.

ARTICLE III

PURPOSE

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

ARTICLE IV

AUTHORIZED CAPITAL STOCK

The total number of shares which the corporation shall have authority to issue is 500 shares, all common voting stock with a par value of \$1.00 per share.

ARTICLE V

SUBSCRIBERS

The name and street address of the subscriber of these Articles of Incorporation, the number of shares of stock which he agrees to take and the value of the consideration therefore is:

NAME	ADDRESS	SHARES	CONSIDERATION
WILLIAM L. KRUSE	10265 Gandy Blvd. Apt. 913 St. Petersburg, FL 33702	500	100%

ARTICLE VI

REGISTERED AGENT AND INITIAL

REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

William L. Kruse
10265 Gandy Blvd.
Apt. 913
St. Petersburg, FL 33702

The board of directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VII **BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the voting stockholders, but shall never be less than one (1) director.

ARTICLE VIII **INITIAL DIRECTORS**

The name of the initial director of this corporation and his street address is:

William L. Kruse
10265 Gandy Blvd.
Apt. 913
St. Petersburg, FL 33702

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their

successors are elected or appointed and have qualified, which
ever occurs first.

ARTICLE IX

PRINCIPAL PLACE OF BUSINESS

The initial street address in this state of the principal
office of this corporation is:

10265 Gandy Blvd.
Apt. 913
St. Petersburg, FL 33702

ARTICLE X

INCORPORATORS

The name and street address of the person signing these
Articles of Incorporation as the Incorporator is:

William L. Kruse
10265 Gandy Blvd.
Apt. 913
St. Petersburg, FL 33702

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner
provided by law. Every amendment shall be approved by the Board of
Directors, proposed by them to the stockholders and approved at a
stockholder's meeting by at least a majority of the stock entitled
to vote, unless all of the directors and all of the stockholders
sign a written statement manifesting their intention that a certain
amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned as Incorporator, has
executed the foregoing Articles of Incorporation on the 26th day
of July, 1996.

William L. Kruse
WILLIAM L. KRUSE

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared William L. Kruse to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on the 26th day of July, 1996.

Jamie K. Love
NOTARY PUBLIC
MY COMMISSION EXPIRES:

ACKNOWLEDGEMENT



JAMIE K. LOVE
MY COMMISSION # CG 282208 EXPIRES
September 20, 1998
BONDED THRU TROY FARM INSURANCE, INC.

Having been named to accept service of process for the above named corporation at the place designated in the Certificate contained within the above charter, I hereby accept the designation of Resident Agent of the above corporation and agree to comply with the provisions of said act relative to keeping open said office.

William L. Kruse
REGISTERED AGENT

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