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July 30, 1996

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

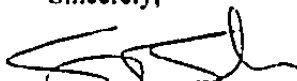
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***122.50 ***122.50

Re: VARIETY HOLDING COMPANY

To Whom It May Concern:

Enclosed are the Articles of Incorporation of Variety Holding Company, together with a check in the amount of \$122.50, made payable to the Secretary of State for the filing fee.

Sincerely,


Steven T. Samiljan

STS/ajs
Enclosure

FILED
56 AUG -2 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-5-96
KR

FILED
95 JUN -2 11:13:08
TERRY D. SIMPKINS

ARTICLES OF INCORPORATION

THE UNDERSIGNED, Terry D. Simpkins, does hereby execute and acknowledge the following Articles of Incorporation:

1. The name of the corporation is VARIETY HOLDING COMPANY.
2. The general purpose for which the corporation is initially organized is the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607.007, Florida Statutes.
3. The aggregate number of shares which the corporation shall have the authority to issue is One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.
4. The street address of the corporation's principal office is 1133 O'Day Court, Winter Springs, Florida.
5. The street address of the corporation's initial registered office is 1133 O'Day Court, Winter Springs, Florida 32708. The name of its initial registered agent is Terry D. Simpkins.
6. The corporation shall have no directors. The powers and duties conferred or imposed upon the board of directors by Chapter 607, Florida Statutes, shall be exercised or performed by the stockholders.
7. The name and address of the corporation's sole incorporator is Terry D. Simpkins, 1133 O'Day Court, Winter Springs, Florida 32708.
8. This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

IN WITNESS WHEREOF, the sole incorporator has executed these Articles of Incorporation this 8 day of June, 1996.

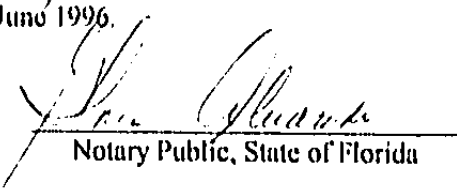
TDS


Terry D. Simpkins

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to, subscribed and acknowledged before me this 10th day of ~~June~~^{July}, 1996, by Terry D. Simpkins, as sole incorporator of the foregoing Articles of Incorporation who after being duly sworn, acknowledged that he executed the same for the purposes therein expressed. He is personally known to me.

WITNESS MY HAND and seal this 10 day of ~~June~~^{July} 1996.


Notary Public, State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **VARIETY HOLDING COMPANY**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 1133 O'Day Court, Winter Springs, Florida 32708, has named Terry D. Simpkins, located at 1133 O'Day Court, Winter Springs, Florida 32708, as its agent to accept services of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office

By 
Terry D. Simpkins
Registered Agent

Date: ~~June~~ 10, 1996
July

FILED
95 AUG -2 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA