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PLEASE RETURN FILED CHARTER TO:

Timothy J. Smith
Tropic Bay Trading Company, Inc.
10460 Roosevelt Blvd., Suite 304
St. Petersburg, FL 33716-3818

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IF ANY QUESTIONS... I may be reached by leaving a message with one of the following persons:

Gary Rubinson	813/327-4755
Marc Barlow	813/327-4755

Thank you.

FILED
96 OCT -8 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AB 10/11

ARTICLES OF INCORPORATION

[CHARTER]

OF

TROPIC BAY TRADING COMPANY, INC.

FILED
96 OCT -8 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned director, acting on behalf of and for the shareholders and directors of TROPIC BAY TRADING COMPANY, INC., adopts the following Articles of Incorporation [Charter] for such corporation pursuant to unanimous approval and declaration of the shareholders and directors of such corporation under the Florida General Corporation Act.

ARTICLE I. - NAME

The name of this corporation (hereinafter referred to as the "corporation") is:
TROPIC BAY TRADING COMPANY, INC.

ARTICLE II. - DURATION

This corporation shall have perpetual existence.

ARTICLE III. - PURPOSE

The purpose of this corporation shall be to engage in any activities of business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV. - CAPITAL STOCK

This corporation shall be authorized to issue one hundred (100) shares of common stock at a stated value of one dollar (\$1.00).

All said common stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors of the corporation.

Any transaction relating to the corporation's common stock, including but not limited to the sale, resale, purchase, repurchase, transfer, hypothecation, subordination or pledge of such stock, shall be approved by the shareholders prior to such transaction.

**ARTICLE V. - INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND
REGISTERED AGENT**

The initial registered office and principal office of this corporation is:

10460 Roosevelt Boulevard, North
Suite 304
St. Petersburg, Florida 33716-3818

The initial Registered Agent and Registered Agent's address for this corporation is:

Timothy J. Smith
10460 Roosevelt Boulevard, North
Suite 304
St. Petersburg, Florida 33716-3818

ARTICLE VI. - INCORPORATOR

The name and address of the initial incorporator of this corporation is:

Timothy J. Smith
10460 Roosevelt Boulevard, North
Suite 304
St. Petersburg, Florida 33716-3818

ARTICLE VII. - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by vote of the shareholders of the corporation.

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

Timothy J. Smith
10460 Roosevelt Boulevard, North
Suite 304
St. Petersburg, Florida 33716-3818

**ARTICLE VIII. - SHAREHOLDER MEETINGS, DIRECTOR MEETINGS,
QUORUM AND VOTING**

A majority of the members shall constitute a quorum for a meeting. If a quorum is present, the affirmative vote of the majority of those present at a properly called meeting shall constitute an proper act of the corporation. In the event that a member abstains from voting on any matter or matters, the majority of those voting shall constitute an act of the corporation.

A "properly called meeting" shall be one in which each member is notified in writing at least ten (10) business days prior to the meeting date. Written notice may be sent via regular mail, certified mail, fax or hand-delivered. Notices sent by any means other than certified mail with return receipt requested shall require acknowledgment in writing or via telephone that such notice was received. The ten day notice and written notice may be waived for any meeting if each member agrees in writing. In such cases, the written notice shall be entered into the Minutes of the Meetings of the corporation and shall become part of the corporation's permanent records

ARTICLE IX. - INITIAL OFFICER

The initial officer of the corporation shall be:

Timothy J. Smith,
As President, Secretary and Treasurer
10460 Roosevelt Boulevard, North
Suite 304
St. Petersburg, Florida 33716-3818

ARTICLE X. - AMENDMENT OF ARTICLES OF INCORPORATION

The power to adopt, alter, amend or repeal the Articles of Incorporation [Charter] of this corporation shall be vested in the shareholders of the corporation. A majority vote of the shareholders at a properly called meeting shall be required for any change to the Articles of Incorporation [Charter].

ARTICLE XI. - BYLAWS

The corporation's shareholders may adopt Bylaws if and as needed and deemed appropriate to the functioning of the corporation. Such Bylaws may be adopted, altered, amended or repealed upon majority vote of the shareholders. In any case where there may appear to be a conflict between any part of the Bylaws and the Articles of Incorporation [Charter], the Articles of Incorporation [Charter] shall be considered to be the authority.

IN WITNESS WHEREOF, the undersigned director has executed these Articles of Incorporation [Charter] this 7th day of October, 1996.

TROPIC BAY TRADING COMPANY, INC.

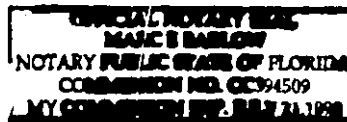
BY: Timothy J. Smith
Timothy J. Smith,
Director, as Incorporator of the corporation

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

This foregoing instrument was acknowledged before me, a Notary Public, this 7th day of October, 1996, by Timothy J. Smith, who is [X] personally known to me.

Notary Public
Notary Public

[NOTARY SEAL]



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

The following is submitted in compliance with Florida Statutes 607.034:

That TROPIC BAY TRADING COMPANY, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation [Charter] at:

10460 Roosevelt Boulevard, North, Suite 304,
St. Petersburg, Florida 33716-3818,

County of Pinellas, State of Florida, has named Timothy J. Smith, located at:

10460 Roosevelt Boulevard, North, Suite 304,
St. Petersburg, Florida 33716-3818,

as its Registered Agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named as Registered Agent to accept service of process for TROPIC BAY TRADING COMPANY, INC., at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said statute.

TROPIC BAY TRADING COMPANY, INC.

By:


Timothy J. Smith, as Registered Agent of the corporation

STATE OF FLORIDA)

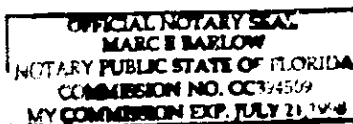
COUNTY OF PINELLAS)

This foregoing instrument was acknowledged before me, a Notary Public, this 7th day of October, 1996, by Timothy J. Smith, who is [X] personally known to me.



Notary Public

[NOTARY SEAL]



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TALLAHASSEE, FLORIDA