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RICHARD A. WAGNER

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304 EAST COLONIAL DRIVE

ORLANDO, FLORIDA 32801

TELEPHONE (407) 423-3401

October 10, 1996

VIA AIRBORNE EXPRESS

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32302

RE: HARBCO INTERNATIONAL, INC.

Dear Sir or Madam:

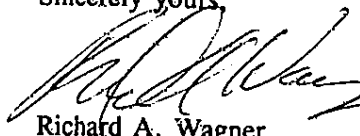
Enclosed please find the following documents:

1. Original and one copy of Articles of Incorporation. Please file the original with the Secretary of State and return the certified copy to me.
2. My trust account check made payment to the Secretary of State in the amount of \$122.50.
3. My trust account check made payable to Attorneys' Title Insurance Fund, Inc. in the amount of \$20.00 for your services.

With regard to item number 3 above, it is my understanding that you will fax a copy of the recorded Articles to my attention for an additional fee of \$10.00. I have included that additional amount in the check and would appreciate your faxing a copy of the recorded Articles reflecting the Document number and date filed to my attention at (407) 422-2870 as soon as possible.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,



Richard A. Wagner

RAW:kl
Enclosure

FILED
96 OCT 11 PM 3:23
TALLAHASSEE, FLORIDA

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DIVISION OF INCORPORATION

ne OCT 11 1996

**ARTICLES OF INCORPORATION
OF
HARBCO INTERNATIONAL, INC.**

FILED
96 OCT 11 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator to the Articles of Incorporation is a natural person competent to contract and does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is HARBCO INTERNATIONAL, INC.

ARTICLE II

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

This corporation shall have any and all powers that may be provided, authorized or permitted by law, it being the intention that this corporation shall have the right to engage in any business or activity not expressly prohibited by applicable law of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$1.00 par value.

ARTICLE V

REGISTERED OFFICE AND AGENT

The registered office of this corporation shall be located at 3700 34th Street, Orlando, Florida 32805. The registered agent of this corporation at this address shall be A. TOM HARB. The mailing address of this corporation shall be 3700 34th Street, Orlando, Florida 32805.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this corporation shall be conducted by at least one (1) director. The initial names and addresses of the Board of Directors are as follows:

NAME

ADDRESS

A. Tom Harb

3700 34th Street
Orlando, Florida 32805

ARTICLE VII
INCORPORATOR

The name and address of the incorporator to this Certificate of Incorporation is as follows:

NAME

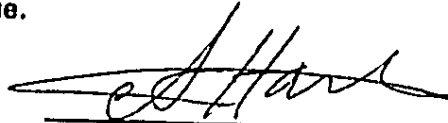
ADDRESS

A. Tom Harb

3700 34th Street
Orlando, Florida 32805

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate this 16th day of october, 1996 for the purpose of forming this corporation to do business both within and without the State of Florida and in

pursuance of the corporation law of the State of Florida do make and file in the Office of the Department of State, of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.



A. TOM HARB

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of October, 1996, by A. TOM HARB, who is personally known to me or who has produced a valid Florida Driver's License as identification and who did (did not) take an oath.


(Signature of person taking acknowledgement)

Kathy L. Sewell
(Name of acknowledgee typed, printed or stamped)

Notary Public, State of Florida
My Commission expires:
Commission No.:



KATHY L. SEWELL
My Commission CC881824
Expires Jun. 28, 2000

**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:

First--That HARBCO INTERNATIONAL, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Orlando, County of Orange, State of Florida, has named Tom Harb, located at 3700 34th Street, Orlando, Florida 32805, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at 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: _____

A. Tom Harb
Resident Agent

FILED
96 OCT 11 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA