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GARY A. HEWETSON, P.A.  
Attorney at Law

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1101 Bolcher Road, So.  
Largo, Florida 34041-3353

Telephone  
(813) 531-5800

October 16, 1996

Mrs. Sandra Mortham,  
Secretary of State  
Florida Department of State  
New Filing Section, Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

700001980377--7  
-10/18/96--01086--019  
\*\*\*\*122.50 \*\*\*\*122.50

RE: EDE GROUP, INC.

Dear Mrs. Mortham:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-named corporation. We are also enclosing our firm check in the amount of \$122.50 representing payment of the following:

- |                                 |         |
|---------------------------------|---------|
| 1) Filing Fee                   | \$35.00 |
| 2) Certified Copy               | \$52.50 |
| 3) Registered Agent Designation | \$35.00 |

I would request that you return a certified copy of the Articles of Incorporation to my office at your earliest convenience. In the event you have any further requirements, please do not hesitate to contact us.

Sincerely,

*Gary A. Hewetson*  
GARY A. HEWETSON

OCT 21 1996

BSB

FILED  
96 OCT 18 PM 2:25  
TALLAHASSEE, FLORIDA  
STATE

GAH:pah  
Encls.

EFFECTIVE DATE  
10-15-96

ARTICLES OF INCORPORATION

OF

EDE GROUP, INC.

FILED

96 OCT 18 PM 2:25

STATE OF FLORIDA

The undersigned a citizen of the United States desiring to form a corporation, for profit, does hereby certify:

EFFECTIVE DATE  
10-15-96

ARTICLE I - NAME

The name of the corporation is:

EDE GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 28870 U.S. 19, North, Suite 230, Clearwater, Florida, 34621.

ARTICLE III - EFFECTIVE DATE

The effective date of the corporation shall be October 15, 1996.

ARTICLE IV - PURPOSE

The purpose or purposes for which, or for any of which, the corporation is formed are:

1) To sell products of all kinds, to act as a sales representative for other companies and to manufacture, market, fabricate, build, sell, lease, and distribute products of every kind and nature.

2) To enter into, promote or conduct any other kind of business, contract or undertaking permitted to corporations for profit organized under the General Corporation Laws of the State of Florida, to engage in any lawful act or activity for which such corporations may be

formed and, in connection therewith, to exercise all express and incidental powers normally permitted such corporations.

#### ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common stock".

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

#### ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 950 Carstairs Court, Tarpon Springs, Florida, 34689, and the name of the initial registered agent of the corporation at that address is Maria Donizetti.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By Laws. The names and addresses of the initial directors of this corporation are:

Larry Donizetti, 950 Carstairs Court, Tarpon Springs, Florida, 34689.

Robert Eubanks, 3617 Roblar Avenue, Santa Ynez, California, 93460.

#### ARTICLE VIII - INCORPORATOR

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

Maria Donizetti, 950 Carstairs Court, Tarpon Springs, Florida,  
34689.

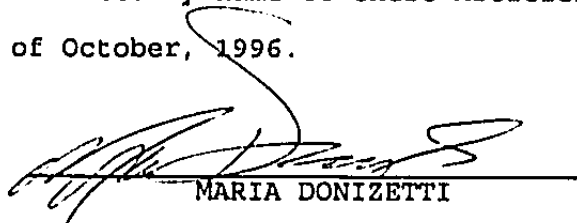
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any  
former officer or director to the full extent permitted by law.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any  
provision contained in these Articles of Incorporation or any  
amendment thereto.

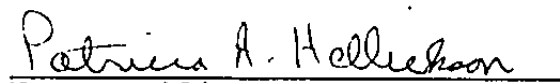
IN WITNESS WHEREOF, I have subscribed my name to these Articles  
of Incorporation on the 16<sup>th</sup> day of October, 1996.

  
\_\_\_\_\_  
MARIA DONIZETTI

STATE OF FLORIDA       )  
COUNTY OF PINELLAS   )

Before me, the undersigned authority, personally appeared MARIA  
DONIZETTI, who is personally known to me or who has produced Florida  
Driver's License No: \_\_\_\_\_ as identification, and  
who being first duly sworn, deposes and says that she is the person  
who executed the foregoing instrument and that matters alleged therein  
are true and correct.

SWORN TO AND SUBSCRIBED before me this 16th day of October,  
1996.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



PATRICIA A. HELICKSON  
MY COMMISSION # CC270970 EXPIRES  
March 20, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

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

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

EDE GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Clearwater, County of Pinellas, State of Florida, has named Maria Donizetti, located at 950 Carstairs Court, Tarpon Springs, Florida, 34689, 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 the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Chapter 607, Florida Statutes.

  
\_\_\_\_\_  
MARIA DONIZETTI

FILED  
OCT 18 PM 2:25  
TALLAHASSEE, FLORIDA