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PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 198068 105581A

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : December 20, 1996

ORDER TIME : 8:52 AM

ORDER NO. : 198068-005

CUSTOMER NO: 105581A

600002035916--6

CUSTOMER: Len Aronoff, Esq  
LEN ARONOFF, ESQ

1801 Lee Road, Suite 301

Winter Park, FL 32789

DOMESTIC FILING

NAME: OLYMPUS CAPITAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
96 DEC 23 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 DEC 23 AM 10:40  
DIVISION OF CORPORATION

12.23.96  
KR

Articles of Incorporation  
of  
OLYMPUS CAPITAL, INC.

FILED  
96 DEC 23 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as Incorporator of a corporation  
under the Florida General Corporation Act, adopts the following  
Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is OLYMPUS CAPITAL, INC.

The mailing address of the corporation is :

367 Brantley Club Place  
Longwood, Florida 32779

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The general purpose for which the corporation is organized  
is to engage in general and related business and to do everything  
necessary, proper, advisable, or convenient for the  
accomplishment of said purposes and to do all other things  
incidental to them or connected with them that are not forbidden  
by the Florida corporation laws or by other law, or by these  
Articles of Incorporation, and to carry out the said purposes in  
any state, territory, district, or possession of the United

States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United State, or by the foreign country. Additionally, to engage in any business or occupation that is lawful in the State of Florida and the United States.

#### ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of stock, with a par value of .10¢ per share. All 1000 shares shall be issued upon incorporation.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Len Aronoff, Esq.  
1801 Lee Road, Suite 306  
Winter Park, Florida 32789

Initial Principal Office:

367 Brantley Club Place  
Longwood, Florida 32779

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in

the manner provided by law, but shall never be less than one.

The name and address of the initial director is:

James W. Spratt, III  
367 Brantley Club Place  
Longwood, Florida 32779

**ARTICLE VII - INCORPORATOR(S)**

The name and address of the incorporator(s) signing these Articles of Incorporation are:

James W. Spratt, III  
367 Brantley Club Place  
Longwood, Florida 32779

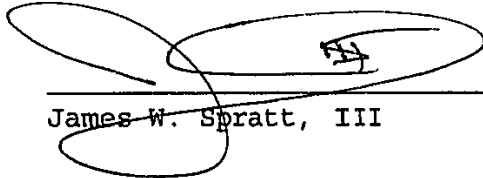
**ARTICLE VIII - INFORMAL ACTION OF DIRECTORS**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE IX - AMENDMENT OF THE ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

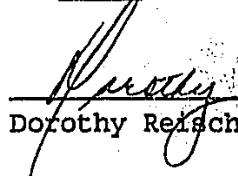
EXECUTED by the undersigned at Orlando, Florida, this 20  
day of December, 1996.


  
James W. Spratt, III

STATE OF FLORIDA:  
:SS  
COUNTY OF ORANGE:

BEFORE ME, the undersigned authority, duly authorized in the  
State and County aforesaid, personally appeared James W. Spratt,  
III, to me known to be the person described as the subscriber,  
who executed the foregoing Articles of Incorporation, and  
acknowledged before me that he subscribed to the Articles of  
Incorporation.

WITNESS my hand and seal this 20 day of December, 1996.

  
Dorothy Reisch



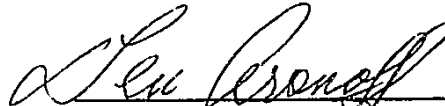
DOROTHY REISCH  
Notary Commission CC350082  
Expires Apr. 10, 1998  
Bonded by HAI  
800-422-1555

**ACCEPTANCE BY REGISTERED AGENT**

I, Len Aronoff, agree to accept the designation of  
Registered Agent for Olympus Capital, Inc., and as such  
Registered Agent, I agree to accept Service of Process and to

comply with all other requirements of Florida Statute, Chapter  
607 which apply to my capacity as Registered Agent.

DATED this 20 day of December, 1996.

  
LEN ARONOFF, ESQ.

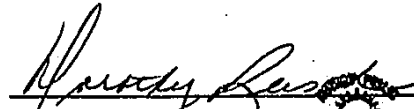
STATE OF FLORIDA:

:SS

COUNTY OF ORANGE:

BEFORE ME, the undersigned authority, duly authorized in the  
State and County aforesaid, personally appeared Len Aronoff, to  
me known to be the person described as the subscriber, who  
executed the foregoing Articles of Incorporation, and  
acknowledged before me that he subscribed to the Articles of  
Incorporation.

WITNESS my hand and seal this 20 day of December, 1996.

  
Dorothy Reisch



DOROTHY REISCH  
My Commission CC350082  
Expires Apr. 19, 1998  
Bonded by HAI  
800-422-1555

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF  
FLORIDA, AND NAMING THE REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with Statutes 48.091 and 607.034 of the Florida  
Statutes, the following is submitted:

1. OLYMPUS CAPITAL, INC., desiring to qualify under the  
laws of the State of Florida, with its principal place of  
business in the City of Longwood, State of Florida, has named LEN  
ARONOFF located at 1801 Lee Road, Suite 306, Winter Park, Florida  
32789, as its Registered Agent to accept service of process  
within the State of Florida.

DATED this 20 day of December, 1996.

OLYMPUS CAPITAL, INC

By: \_\_\_\_\_

James W. Spratt, III

Having been named to accept service of process for the above  
state corporation at the place designated above, I HEREBY AGREE  
TO ACT in this capacity and agree to comply with the provisions  
of all statutes relative to the proper and complete performance  
of my duties.

DATED this 20 day of December, 1996.

  
LEN ARONOFF

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96 DEC 23 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA