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EFFECTIVE DATE
1-2-97

WALTER L. SCHAFFER, JR.
Masters of Law in Taxation
Board Certified Tax Attorney

Wills, Estates & Trusts
Business & Corporate Law
Real Estate Law
Taxation

December 18, 1996

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

RECORDED 20465 38-1-5
1-24-96-01044-006
***122.50 ***122.50

Re: Articles of Incorporation for
The Ethical Edge, Inc.

Gentlemen:

Enclosed are two (2) originals of the Articles of Incorporation for the above-referenced corporation, together with my check number 6217, in the amount of \$122.50, representing the following:

Filing fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	52.50
Total	\$ 122.50

Please return one of the originals confirming the date same was received and filed with your office. Also, please note that we are requesting an effective date of January 2, 1997. If you have any questions, please call.

Very truly yours,

WALTER L. SCHAFFER, JR., P.A.

Walter L. Schafer, Jr.

WLS/dkg
Enclosures
cc: Mr. Richard M. Weber

DEC 30 1996

B5B

FILED
96 DEC 23 PM 2:04
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 8, 1996

WALTER L. SCHAFER, JR., ESQ.
2430 ESTANCIA BLVD.
SUITE 108
CLEARWATER, FL 34621-2607

The name THE ETHICAL EDGE, INC. has been reserved for 120 days beginning November 8, 1996. The reservation number is R96000005328 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 696A00051249

ARTICLES OF INCORPORATION
OF
THE ETHICAL EDGE, INC.

FILED

96 DEC 23 PM 2:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

EFFECTIVE DATE
1-2-97

The name of this corporation is THE ETHICAL EDGE, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on
January 2, 1997.

ARTICLE III

PURPOSES

This corporation may engage in any activity or business
permitted under the laws of the United States of America and of
this State.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000)
shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal place of business of this
corporation is 1008 Lake Ridge Drive, Safety Harbor, Florida 34695.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1008 Lake Ridge Drive, Safety Harbor, Florida 34695. The name of the initial Registered Agent of this corporation at that address is RICHARD M. WEBER.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD M. WEBER	1008 Lake Ridge Drive Safety Harbor, Florida 34695

ARTICLE VIII

INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
RICHARD M. WEBER	1008 Lake Ridge Drive Safety Harbor, Florida 34695

ARTICLE IX

CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to

cumulate his shares and to give one (1) candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such shareholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of the corporation.

ARTICLE X

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the

shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI

INDEMNIFICATION

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

ARTICLE XII

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any Article or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XIII

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XIV

AMENDMENT

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

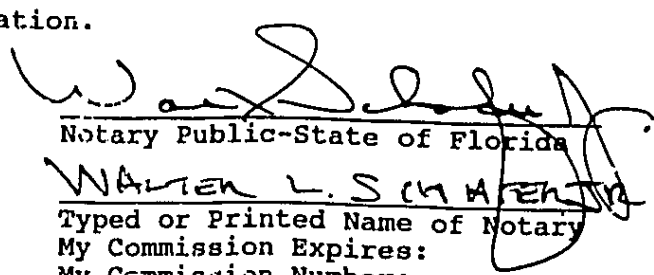
IN WITNESS WHEREOF, the undersigned executes these Articles of
Incorporation this 17th day of December, 1996.


RICHARD M. WEBER,
INCORPORATOR

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this
17th day of December, 1996, by RICHARD M. WEBER, who is per-
sonally known to me or who has produced a current Florida
driver's license as identification.


Notary Public-State of Florida

WALTER L. SCHAFER, JR.

Typed or Printed Name of Notary

My Commission Expires:

My Commission Number:



WALTER L. SCHAFER, JR.
MY COMMISSION # CC400910 EXPIRES:
06/06/98
PROVIDED THAT 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 compliance with Section 48.091, Florida Statutes, the following is submitted:

NAME OF CORPORATION: THE ETHICAL EDGE, INC.
REGISTERED OFFICE ADDRESS: 1008 Lake Ridge Drive
Safety Harbor, Florida 34695
REGISTERED AGENT: RICHARD M. WEBER


The above corporation at its listed Registered Office address hereby names the individual listed above as its agent to accept service of process within the State of Florida.

DATED the 17th day of December, 1996.


RICHARD M. WEBER,
Incorporator

ACKNOWLEDGMENT

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 provisions of all statutes relative to the proper and complete performance of my duties.


RICHARD M. WEBER,
Registered Agent

FILED
96 DEC 23 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA