

ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN

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 JOHN H. RAINE III
 BENJAMIN P. RITSE II
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 STEVEN M. SAMAH
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FEDERAL BOARD
 OF COUNSEL

96000104338

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

500002037425--7
 -12/24/96-01138-019
 ****122.50 ****122.50

Re: Glass Mountain, Inc.
 Our File No. 3764-008-1

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for Glass Mountain, Inc. Also enclosed is our check in the amount of \$122.50 to cover the cost of the filing fee, certified copy fee and registered agent fee.

Please file the original in your office, certify the enclosed copy and return it to us via regular mail.

In addition, the name Glass Mountain, Inc. was reserved by Diane Wilks, your reservation number R96000005665 dated December 2, 1996. A copy of that reservation together with a letter from Ms. Wilks are enclosed to facilitate your filing of the enclosed Articles of Incorporation.

Let me know right away if you need any additional information.

Sincerely,

Michael D. Annis

MDA:ak
 Enclosures
 cc: Mr. M. C. Davis (without enclosures)
 3764-008-383820

[Handwritten signature]

96 DEC 23 AM 9:26
 FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1996

DIANE WILKS
FOUNTAIN INVESTMENTS, INC.
P.O. BOX 5623
DESTIN, FL 32540

The name GLASS MOUNTAIN, INC. has been reserved for 120 days beginning December 2, 1996. The reservation number is R96000005665 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 (Lantham 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

Becky McKnight

Letter number: 296A00053955

December 18, 1996

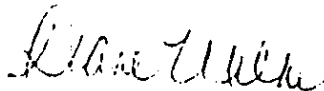
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Dear Sir/Madam,

Please accept this letter as evidence that the corporation for which you granted the name reservation of GLASS MOUNTAIN, INC., under your letter number 296A00053965, is the same corporation described in the Articles of Incorporation enclosed, which show M. C. Davis as the incorporator. Since my attorney is filing the articles directly with you and the name reservation had been granted to me, I wanted to insure that there was no confusion in this transaction.

Thank you for your prompt assistance. If you need to discuss anything with me, please call (904) 837-1253.

Sincerely,



Diane Wilks
105 Bonaire Blvd
Destin, FL 32541

/dw

ARTICLES OF INCORPORATION
OF
GLASS MOUNTAIN, INC.

FILED
96 DEC 23 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name of this Corporation is: GLASS MOUNTAIN, INC. The mailing address of the Corporation is: 151 Regions Way, Suite 2C, Destin, Florida 32541. The street address of the Corporation is: 151 Regions Way, Suite 2C, Destin, Florida 32541.

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or a facsimile thereof to be impressed, affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock, which shall be designated Common Shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 151 Regions Way, Suite 2C, Destin, Florida 32541 and the name of its initial registered agent at such address is M. C. Davis.

ARTICLE VII

Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this Corporation are:

<u>Name</u>	<u>Address</u>
M. C. Davis	151 Regions Way, Suite 2C Destin, Florida 32541

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles are:

Name

Address

M. C. Davis

151 Regions Way, Suite 2C
Destin, Florida 32541

ARTICLE IX

Bylaws


The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 6th day of December, 1996.



M. C. DAVIS

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, 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.


M. C. DAVIS

Dated: December 18th, 1996

3764-008-383687

FILED
96 DEC 23 AM 9:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA



P96000104338

ACCOUNT NO. : 072100000032

REFERENCE : 285230 4323655

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ 43.75

ORDER DATE : March 7, 1997

ORDER TIME : 9:55 AM

ORDER NO. : 285230-005

CUSTOMER NO: 4323655

CUSTOMER: Katherine Russell, Legal Asst
Annis Mitchell Cockey Edwards
Suite 2100
One Tampa City Center
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: GLASS MOUNTAIN, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

N. HENDRICKS MAR 10 1997

CONTACT PERSON: James Guy

EXAMINER'S INITIALS: _____

RECEIVED
97 MAR -7 PM 1:12
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
GLASS MOUNTAIN, INC.

97 MAR 7 1997

GLASS MOUNTAIN, INC., a corporation duly organized and existing under the laws of the State of Florida, hereby certifies as follows:

Pursuant to the written consent of the sole voting shareholder and sole Director of the Corporation, in lieu of a special meeting, which vote was sufficient for approval, the following resolution was adopted on March 6, 1997, amending the Articles of Incorporation:

RESOLVED, that Article V of the Articles of Incorporation filed with the Secretary of State of Florida be amended as hereinafter set forth:

"This Corporation is authorized to issue 300,000 shares of \$.10 par value common stock, which shall be designated Common Shares."

WHEREUPON, this 6th day of March, 1997, the Corporation has caused its President to execute these Articles of Amendment to Articles of Incorporation so that, on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.

GLASS MOUNTAIN, INC., a Florida
corporation

By: M.C. Davis
M.C. Davis, President