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FLORIDA PROFIT CORPORATION

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072262000447

ACCT#:

CONTACT: STEVEN E KELLY
PHONE: (407) 689-8111
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FAX #:

NAME: FLYING OTTER, INC.

AUDIT NUMBER.....H97000000318

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION
OF
FLYING OTTER, INC.

97 JAN -7 PM 3:06
FILED IN FLORIDA

THE UNDERSIGNED, acting as incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is: FLYING OTTER, INC.

ARTICLE II - DURATION

The duration of this Corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful act or activities for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - MAILING ADDRESS OF CORPORATION

The mailing address and principal place of business of this Corporation is: 1501 Northpoint Parkway, Suite 102, West Palm Beach, Florida, 33407.

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PREPARED BY:
Philip H. Ward, III, Esquire
1555 Palm Beach Lakes Boulevard, Suite #1000
West Palm Beach, Florida 33401 1
(561)689-8111
Florida Bar No. 0313998

ARTICLE V - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 10,000 shares of common voting stock.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article VI pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this Corporation's initial registered office in Florida is 1555 Palm Beach Lakes Boulevard, Suite 1000,

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West Palm Beach, Florida, 33401, and the name of its initial registered agent at that address is Philip H. Ward, III.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Philip H. Ward, III	1555 Palm Beach Lakes Boulevard Suite 1000 West Palm Beach, Florida 33401

DATED this 7th day of January, 1997.



Philip H. Ward, III
(Incorporator and Registered Agent)

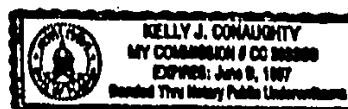
STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Philip H. Ward, III to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of January, 1997.

Notary Public


Sign: _____
Print: Kelly J. Conaughty
State of Florida at Large
My Commission Expires: _____



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

ACKNOWLEDGMENT:

Having been named to accept service of process for **FLYING**
OTTER, INC., at the initial registered office of the Corporation in
this State designated in its Articles of Incorporation, I hereby
accept to act in this capacity and agree to comply with the
provisions of Section 607.0505 Florida Statutes.

Date: January 7, 1997

By:


Philip H. Ward, III

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