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February 10, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

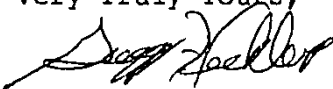
Re: APOLLO TECHNOLOGIES, INC.
Articles of Incorporation

Dear Sir or Madam:

Enclosed are several copies of the Articles of Incorporation for the above corporation. Please file one copy with your records and return the other copies to me stamped "SECRETARY OF STATE TALLAHASSEE, FLORIDA FILED _____ (DATE)."

Also enclosed is a check in the amount of \$70.00 in payment for the filing fee to incorporate this corporation. If you have any questions, please do not hesitate to call.

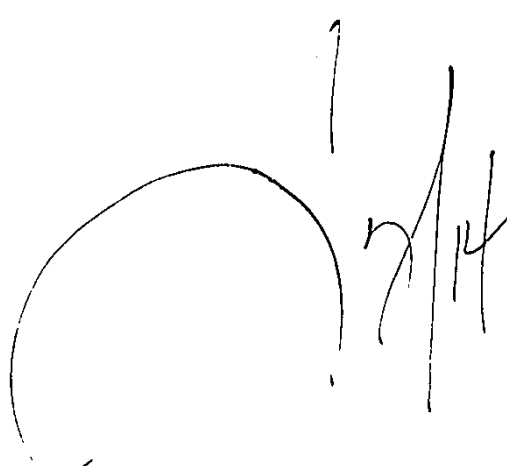
Very Truly Yours,



Gregg G. Heckley, Esquire

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97 FEB 11 AM 9:04
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS



**ARTICLES OF INCORPORATION
OF
APOLLO TECHNOLOGIES, INC.**

FILED
97 FEB 11 AM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The Corporation name is APOLLO TECHNOLOGIES, INC.

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares of which the Corporation has authority to issue is 10,000, all of which shall be common shares with a par value of one dollar (\$1.00) per share.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE SIX

REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation is 3734 131st Avenue North, Clearwater, Florida 34622, and the initial Registered Agent at such address is H. WAYNE PICKETT.

ARTICLE SEVEN

DIRECTORS

7.01. The initial Board of Directors of the Corporation shall consist of four (4) directors.

7.02. The name and address of the first Board of Directors are:

NAME	ADDRESS
DEWEY METTS	18320 Nettles Road Lutz, Florida 33549
H. WAYNE PICKETT	435 Summit Chase Drive Valrico, Florida 33594
RUSSELL BUSER	4416 N.W. 73rd Avenue Coral Springs, FL 33065
DEAN A. CAPONE	P.O. Box 41874 St. Petersburg, FL 33743

ARTICLE EIGHT

PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and mailing address is 3734 131st Avenue North, Clearwater, Florida 34622.

ARTICLE NINE

INCORPORATORS

The name and address of the incorporator is:

NAME

ADDRESS

H. WAYNE PICKETT

435 Summit Chase Drive
Valrico, Florida 33594

IN WITNESS WHEREOF, I have subscribed my name on this 10th
day of February, 1997.

H. Wayne Pickett
H. WAYNE PICKETT, a/k/a H. WAYNE PICKETT
Incorporator

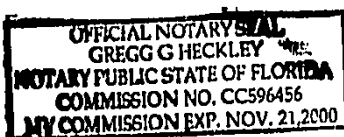
STATE OF FLORIDA

COUNTY OF PINELLAS

On this 10th day of February, 1997,
before me a notary public authorized in the State and County
above named to take acknowledgments, personally appeared WAYNE
PICKETT, personally known to me to be the person described in
or who produced a driver's license as identification and who
executed the foregoing Articles of Incorporation, and he
acknowledged before me that he subscribed to these Articles
of Incorporation and he did not take an oath.

[Signature]
Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

3734 131st Avenue North
Clearwater, Florida 34622

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

H. Wayne Pickeet
H. WAYNE PICKETT

FILED
97 FEB 11 AM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA