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KANETSKY MOORE

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: KANETSKY, MOORE & DEBOER, P.A. ACCT#: 075350000267
CONTACT: ANNE M TAYLOR
PHONE: (941)485-1571 FAX #: (941)484-7226

NAME: CRYSTAL GROUP HOLDINGS, INC.
AUDIT NUMBER.....H97000002931
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
CRYSTAL GROUP HOLDINGS, INC.

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The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME and ADDRESS

The name of the corporation shall be CRYSTAL GROUP HOLDINGS, INC.

The principal place of business and mailing address of this corporation shall be as follows:

Corporate Address:

225 West Miami Avenue, Suite 5
Venice, FL 34285

ARTICLE II

TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual. Corporate existence shall begin on February 19, 1997.

ARTICLE III

NATURE OF BUSINESS

The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any or all lawful activities or business permitted under the laws of the

THIS INSTRUMENT PREPARED BY
Erik R. Lieberman
Attorney At Law
P.O. Box 1767
Venice, Florida 34284-1767
(941) 485-1571
Fla. Bar #393053

United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is 500 shares, all of which shall be common shares with a par value of \$1.00 per share. The corporation elects to have preemptive rights.

ARTICLE V

REGISTERED AGENT

The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Name and street address

JAMES M. McLAUGHLIN
1011 Casey Key Road
Nokomis, FL 34275

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have a Board of Directors of two directors initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The names and address of the persons who shall serve as the initial directors of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

H97000002931

Name and street addressJAMES M. McLAUGHLIN
1011 Casey Key Road
Nokomis, FL 34275KATHLEEN L. McLAUGHLIN
1011 Casey Key Road
Nokomis, FL 34275ARTICLE VII

INCORPORATOR

The name and address of the Incorporator to these
Articles of Incorporation is:

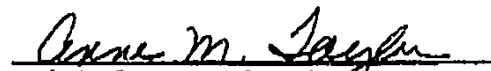
Name and street addressJAMES M. McLAUGHLIN
1011 Casey Key Road
Nokomis, FL 34275

IN WITNESS WHEREOF, the undersigned, being the
incorporator hereinbefore named, for the purpose of forming a
corporation pursuant to the Florida Business Corporation Act, has
executed these Articles of Incorporation this 19 day of
February, 1997.

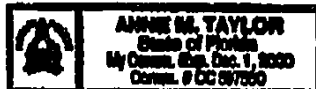

Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this
19 day of February, 1997, by JAMES M. McLAUGHLIN, who is
personally known to me or who has produced a driver's license as
identification and who did not take an oath.


Printed Name of Notary:
ANNE M. TAYLOR
Notary Public
Commission # _____

My commission expires:



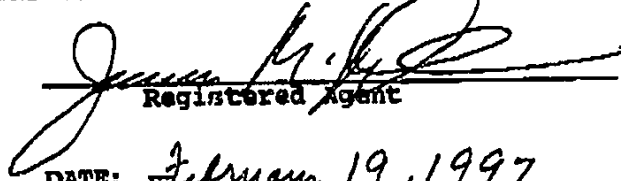
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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Registered Agent
DATE: February 19, 1997

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