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DOUGLAS L. HILKERT

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: DOUGLAS L. HILKERT  
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NAME: BURT ESPY, INC.

AUDIT NUMBER.....H97000003106

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

CERT. OF STATUS..0

PAGES..... 2

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ARTICLES OF INCORPORATION

OF

BURT ESPY, INC.

ARTICLE I. NAME

The name of this corporation is Burt Espy, Inc.

ARTICLE II. COMMENCEMENT AND DURATION

This corporation's existence shall commence on February 20, 1997. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue one thousand (1,000) shares of common capital stock with a par value of \$0.01 per share.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1). The Initial Board of Directors, who shall serve until his successor(s) are elected and qualified is: Burt Espy

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT  
AND MAILING ADDRESS OF THE CORPORATION

The address of this corporation's initial registered office and the corporation's mailing address is: 640 Channing Drive; Palm Harbor, FL 34684.

The name and address of the individual who shall serve as this corporation's initial registered agent is: Douglas L. Hilbert; 28870 US 19 North Suite 300; Clearwater, FL 34621.

Prepared by:  
DOUGLAS L. HILBERT, Esq.  
28870 US 19 North Suite 300  
Clearwater, FL 34621  
(813) 791-1142  
FBN 981830

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ARTICLE VIII. INCORPORATOR

The name and address of this corporation's incorporator is: Douglas L. Hilbert; 28870 US 19 North Suite 300; Clearwater, FL 34621.

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

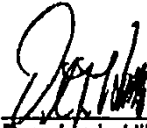
The undersigned has executed these Articles of Incorporation on this 21 day of February, 1997.

  
\_\_\_\_\_  
Douglas L. Hilbert  
Incorporator

ACCEPTANCE

Having been named as the registered agent, to accept service of process, within the State of Florida, at the registered office address indicated above, for Burt Espy, Inc., I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of Burt Espy, Inc.

Dated this 21 day of February, 1997.

  
\_\_\_\_\_  
Douglas L. Hilbert  
Registered Agent

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