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March 7, 1997

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: THE TOPIARY EXCHANGE CO., INC.

900002108309--3
-03/10/97--01073--009
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation. Please file the original and confirm such filing in writing at your earliest convenience.

A check in the amount of \$70.00 is enclosed for the filing fee.

Please contact me if you have questions or require additional information.

Thank you for your assistance.

Very truly yours,



Judy A. Romano

Enclosure

FILED
97 MAR 10 7:11:35
TALLAHASSEE, FLORIDA

3/14/97
IB

ARTICLES OF INCORPORATION
OF
THE TOPIARY EXCHANGE CO., INC.

EFFECTIVE DATE
3-1-79

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

Corporate Name and Address

The name of the Corporation is THE TOPIARY EXCHANGE CO., INC., and the address of the principal office and mailing address of the Corporation is 273 Fairweather Lane, Fort Myers Beach, Florida 33931.

ARTICLE II

Corporate Purpose

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 1,000, all of which are to be voting common stock having a par value of \$1.00 per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 273 Fairweather Lane, Fort Myers Beach, Florida 33931. The name of the initial registered agent of the Corporation at the registered office shall be Donald Blake Hawkins.

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ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of two people. The Director shall be elected annually in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one. The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

DONALD E. EDDINGTON
273 Fairweather Lane
Fort Myers Beach, FL 33931

DONALD BLAKE HAWKINS
273 Fairweather Lane
Fort Myers Beach, FL 33931

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

DONALD E. EDDINGTON
273 Fairweather Lane
Fort Myers Beach, FL 33931

ARTICLE VII

Commencement of Existence

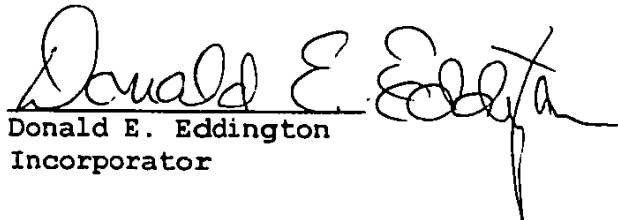
The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

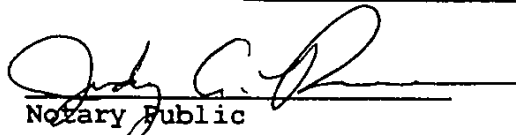
The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has
executed the foregoing Articles of Incorporation this 7th day of
March, 1997.

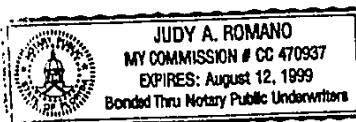

Donald E. Eddington
Incorporator

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 7th
day of March, 1997, by Donald E. Eddington, who is
personally known to me. ~~or who has produced~~
~~as identification.~~


Notary Public

Judy A. Romano
Printed Name



CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

THE TOPIARY EXCHANGE CO., INC., in compliance with Section 48.091, Florida Statutes, submits the following:

THE TOPIARY EXCHANGE CO., INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Fort Myers Beach, Lee County, Florida, has named DONALD BLAKE HAWKINS, 273 Fairweather Lane, Fort Myers Beach, FL 33931, as its registered agent to accept service of process within Florida.

THE TOPIARY EXCHANGE CO., INC.,
a Florida corporation,

Donald E. Eddington
Donald E. Eddington, Incorporator

Date: 3-7-97

ACCEPTANCE OF REGISTERED AGENT

FOR

THE TOPIARY EXCHANGE CO., INC.

I, DONALD BLAKE HAWKINS, having been named to accept service of process for THE TOPIARY EXCHANGE CO., INC., at the place designated in the Articles of Incorporation, hereby accept the obligations of a registered agent under the Florida Business Corporation Act.

Donald Blake Hawkins
Donald Blake Hawkins

Date: 3/7/97

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