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LAW OFFICE
RICHARD R. THAMES
PROFESSIONAL ASSOCIATION
121 WEST FORSYTH STREET, SUITE 900
JACKSONVILLE, FLORIDA 32202

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RICHARD R THAMES
MARGARET M BURNETT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE
904-358-4000
FACSIMILE
904-358-4001

March 11, 1997

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

Re: Incorporation of Bronz-Glow Technologies, Inc.

Dear Sir/Madam:


Enclosed for the referenced corporation are the following documents:

1. An original and one copy of the Articles of Incorporation; and
2. An original and one copy of a Certificate Designating Registered Agent and Registered Office.

We would appreciate your filing the originals of these documents and returning date stamped copies to us in the enclosed envelope. We have enclosed a check for \$78.75 to cover the filing fee and the cost of obtaining a certificate of status.

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-03/18/97--01043--011
*****78.75 *****78.75

Very truly yours,



Richard R. Thames

RRT/bms
Enclosures

[Handwritten initials]
3/21/97

ARTICLES OF INCORPORATION
OF
BRONZ-GLOW TECHNOLOGIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this Corporation is Bronz-Glow Technologies,
Inc.

ARTICLE II-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of
this Corporation is 223 Marshside Drive, St. Augustine,
Florida 32084.

ARTICLE III-DURATION

This Corporation shall have perpetual existence.

ARTICLE IV-PURPOSE

This Corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE V-CAPITAL STOCK

This Corporation is authorized to issue One Thousand
(1,000) shares, all of which shall be of the par value of One
Cent (\$.01) per share.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 121 W. Forsyth Street, Suite 600, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Richard R. Thames.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1), and the name and address of the person who is to serve as the initial director is Robert Haydu, Post Office Box 128, St. Augustine, Florida 32085.

ARTICLE VIII-INCORPORATOR

The name and address of the incorporator is Richard R. Thames, 121 West Forsyth Street, Suite 900, Jacksonville, Florida 32202.

ARTICLE IX-INDEMNIFICATION

Directors and officers of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE X-MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are

made for the regulation of the business and the conduct of the affairs of the corporation:

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

(2) Subject always to such By-Laws as may be adopted from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter and amend the By-Laws of the corporation, but any By-Law adopted, altered or amended by the Directors may be altered, amended or repealed by the stockholders.

(3) The corporation shall have such officers as from time to time may be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

ARTICLE XI-AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

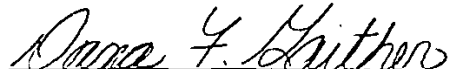
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11 day of March, 1997.


Richard R. Thames

Acknowledgement

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 11 day of March, 1997 by Richard R. Thames. He is personally known to me and did not take an oath.


Notary Public, State of Florida

Name: _____
My Commission Expires _____
My Commission Number _____

OFFICIAL NOTARY SEAL DONNA F GAITHER COMMISSION NUMBER CC291775 MY COMMISSION EXP. 01/15/1997
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**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE** 97 MAR 17 PM 1:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.05 Statutes (1993), the following is submitted:

First, that Bronz-Glow Technologies, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Richard R. Thames, 121 W. Forsyth Street, Suite 900, City of Jacksonville, State of Florida 32202, as its agent to accept service of process within Florida.


Richard R. Thames, Incorporator

3/10/97
Date

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By 
Richard R. Thames

3/10/97
Date