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ACCOUNT NO. : 072100000032

REFERENCE : 304454 4329479

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : March 24, 1997

ORDER TIME : 10:09 AM

ORDER NO. : 304454-005

CUSTOMER NO: 4329479

600002121736

CUSTOMER: Karen Bohn, Legal Assistant
BAKER & HOSTETLER

2300 Sun Bank Ctr., Box 112
200 South Orange Avenue
Orlando, FL 32802

DOMESTIC FILING

NAME: TRAFALGAR 800, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

97 MAR 24 PM 3:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K.R. MAR 24 1997

97 MAR 24 AM 11
DIVISION OF CORPORATIONS

RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1997

ROBIN K. GRAHAM
BAKER & HOSTETLER
P.O. BOX 112
ORLANDO, FL 32802-0112

The name **TRAFALGAR 800 INC.** has been reserved for 120 days beginning March 3, 1997. The reservation number is **R97000000998** and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 097A00010738

**Articles of Incorporation
of
TRAFALGAR 800, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is TRAFALGAR 800, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State of the State of Florida.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 1065 Rainer Drive, Post Office Box 160007, Altamonte Springs, Florida 32716.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 1065 Rainer Drive, Altamonte Springs, Seminole County, Florida 32714. The name of the registered agent at such address is Gary E. Brown.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 100,000 shares of Common Stock ("Common Stock"), \$0.10 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

| <u>Name</u> | <u>Address</u> |
|---------------|--|
| Gary E. Brown | 1065 Rainer Drive Post Office Box 160007 Altamonte Springs, FL 32716 |

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------------|--|
| Gary E. Brown | 1065 Rainer Drive Post Office Box 160007 Altamonte Springs, FL 32716 |
| Harold J. von Weller | 1065 Rainer Drive Post Office Box 160007 Altamonte Springs, FL 32716 |
| Steven S. Davis | 1065 Rainer Drive Post Office Box 160007 Altamonte Springs, FL 32716 |

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

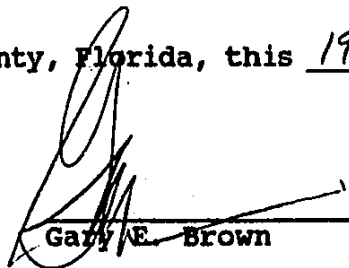
ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 19th day of March, 1997.



Gary E. Brown

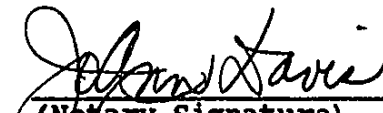
STATE OF FLORIDA)
) SS.
COUNTY OF SEMINOLE)

19th The foregoing instrument was acknowledged before me this day of March, 1996, by GARY E. BROWN, on behalf of the corporation as its incorporator. He is personally known to me or has produced _____ as identification.



JOANN DAVIS
My Commission CC471203
Expires Jun. 12, 1999
Bonded by ANB
800-852-5878

(NOTARY SEAL)


(Notary Signature)
JOANN DAVIS

(Notary Name Printed)

NOTARY PUBLIC

Commission No. CC471203

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That TRAFALGAR 800, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named GARY E. BROWN, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with §607.0501, Florida Statutes.



Gary E. Brown

DATED: March 19, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA