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R. MICHAEL DE LOACH, P.A.

ATTORNEYS AT LAW

BRANDON PALMS PROFESSIONAL CENTER
311 EAST ROBERTSON STREET
BRANDON, FLORIDA 33511

R. MICHAEL DeLOACH

TELEPHONE: (813)654-3411
FACSIMILE: (813)654-6912

Board Certified Civil Trial Lawyer
Certified County and Circuit Mediator
Also admitted in New Mexico

March 18, 1997

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

Re: Incorporation of AP Innovations, Inc.

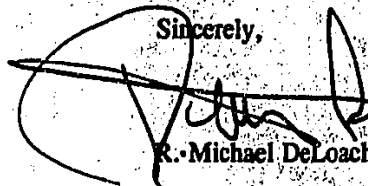
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Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of AP Innovations, Inc. together with this law firm's check number 2247 in a total amount of \$122.50 representing applicable fees for incorporation and certification of a copy of the Articles of Incorporation.

Please proceed with the incorporation and have the Articles filed as provided for by law. If you have any questions or comments, please do not hesitate to contact the undersigned directly.

Sincerely,


R. Michael DeLoach

RMD/hld
Enclosure

FILED
97 MAR 19 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
AP INNOVATIONS, INC.

FILED
97 MAR 19 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AP INNOVATIONS, INC.

The address of the principal office of this corporation shall be 311 East Robertson Street, Brandon, Florida, 33511, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 311 East Robertson Street, Brandon, Florida 33511, and the name of the initial registered agent of the corporation at that address is R. Michael DeLoach, Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial members of the Board of Directors are:

Thomas E. McClain	240 Windward Passage
Dir.	Unit 404
	Clearwater, Florida 34630

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Thomas E. McClain	240 Windward Passage
Pres./Sec./Treas.	Unit 404
	Clearwater, Florida 34630

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

R. Michael DeLoach, Esquire
311 East Robertson Street
Brandon, Florida 33511

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on March 18, 1997.



R. Michael DeLoach, Esquire

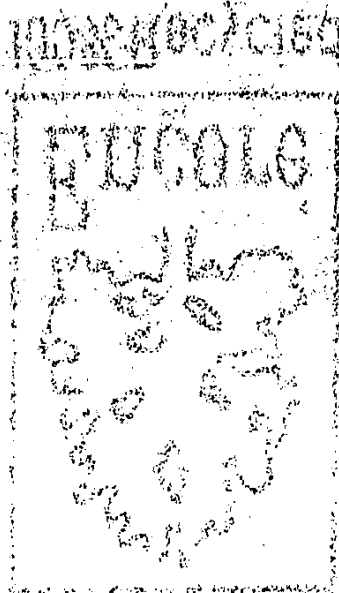
ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
AP INNOVATIONS, INC.

As sole incorporator, for value received hereby assigns any
and all rights he may have as such incorporator to the following:

Thomas E. McClain

Dated: March 18, 1997


R. Michael DeLoach, Esquire



ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

R. Michael DeLoach, Esquire, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent of AP INNOVATIONS, INC. under Section 607.0505, Florida Statutes.


R. Michael DeLoach, Esquire

3/18/97

FILED
97 MAR 19 PM 2:50
SECRET
TALLAHASSEE, FLORIDA