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*ALSO MEMBER OF THE NEW JERSEY BAR

PLEASE REPLY TO: TARPON SPRINGS

March 14, 1997

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-03/20/97--01138--007
*****122.50 *****122.50

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: BILYAN, INC. - Articles of Incorporation; Designation of Registered Agent

Dear Division of Corporations:

I am enclosing herewith an original and a copy of the Articles of Incorporation/Designation of Registered Agent for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents payment of the following fees:

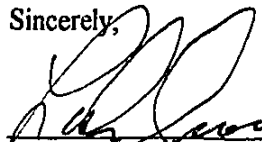
Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	\$ 35.00
Total	<u>\$ 122.50</u>

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 20 AM 9:42

Please file the original of the enclosed and return a certified copy to me.

Thank you for your attention to this matter. As always, should you have any questions or concerns, please do not hesitate to contact me.

Sincerely,


Lester Gross

LRG/ew
Enclosures
Cert. R/R No. P 462 793 293
cc: G. Athanasiou

5/3/26

ARTICLES OF INCORPORATION
OF
BILYAN, INC.

FILED STATE
SECRETARY OF CORPORATIONS
97 MAR 20 AM 9:42

In compliance with the requirements of F.S. Chapter 607 et. seq., the "Florida Business Corporation Act", the undersigned does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the corporation ("Corporation") shall be:

BILYAN, INC.

ARTICLE II - PRINCIPLE OFFICE

The address of the principle office of the Corporation is:

1018 Bay Esplanade
Clearwater, Florida 34630

The mailing address of the Corporation is:

1018 Bay Esplanade
Clearwater, Florida 34630

ARTICLE III - PURPOSE

This Corporation is organized to include the transaction of any and all lawful business allowed under Chapter 607 et. seq., of the "Florida Business Corporation Act", as presently enacted and as it may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to issue is FIVE THOUSAND (5,000) shares of common stock, with a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the initial registered agent and office is:

George Athanasiou
1018 Bay Esplanade
Clearwater, Florida 34630

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the persons who will serve on the initial Board of Directors are:

George Athanasiou

1018 Bay Esplanade
Clearwater, Florida 34630

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

George Athanasiou

1018 Bay Esplanade
Clearwater, Florida 34630

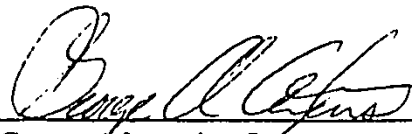
ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

The initial shareholders of the Corporation shall have the right to maintain their fixed percentage of ownership of the Corporation by purchasing their proportionate share of any newly issued stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of MARCH, 1997.


George Athanasiou, Incorporator


STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 14th day of MARCH, 1997, by George Athanasiou, in his capacity as incorporator, who is personally known to me and who did not take an oath.

SEAL



LESTER R. GROSS
My Commission CC392817
Expires Jun. 14, 1998
Bonded by HAI
800-422-1555


Print Name:
Notary Public, State of Florida

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

BILYAN, INC.

2. The name and address of the registered agent and office is:

George Athanasiou
1018 Bay Esplanade
Clearwater, FL 34630

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 20 AM 9:42

BILYAN, INC

By: _____

George Athanasiou, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND DESIGNATED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: 3.14.97

George Athanasiou