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FLORIDA DIVISION OF CORPORATIONS

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FROM: RISCORP MANAGEMENT SERVICES, INC.
102521001342

ACCT#:

CONTACT: VEANNA J MCAHREN
PHONE: (941) 951-2022
(941) 362-6122

FAX #:

NAME: NEWCO HOLDING, INC.
AUDIT NUMBER.....H97000005253
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FAX AUDIT #H97-5253

ARTICLES OF INCORPORATION

OF

NEWCO HOLDING, INC.

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The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be Newco Holding, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of this corporation shall be:

1390 Main Street
Sarasota, FL 34236

ARTICLE III

BUSINESS AND PURPOSES

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$0.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes,

Prepared by: Veanna J. McAhren
1390 Main Street
Sarasota, FL 34236
(941) 951-2022

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in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE V
EXISTENCE OF CORPORATION

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence on the date that these Articles are signed, if these Articles are filed by the Department of State within five (5) business days after such date. If filed after such five (5) business days, the existence of this corporation shall commence upon the filing of these Articles by the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 1390 Main Street, Sarasota, Florida 34236, and the initial registered agent of this corporation at such office shall be Walter E. Riehemann. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII
INCORPORATOR

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


Name

Address

Walter E. Riehemann

1390 Main Street
Sarasota, FL 34236

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated this 31st day of March, 1997.


Walter E. Riehemann
Incorporator

**NEWCO HOLDING, INC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 31st day of March, 1997.


Walter E. Riemann

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