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March 28, 1997

Ms. Sandra B. Mortham
Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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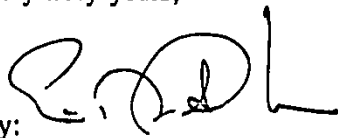
RE: ABEL-CHAMBERLAIN INTERNATIONAL, INC.

Dear Ms. Mortham:

I serve as the attorney for the above-referenced corporation. Enclosed please find Articles of Incorporation for filing in your office. Also enclosed is a check in the amount of \$122.50 to cover the cost of filing this incorporation.

If you have any questions, please give me a call at your earliest convenience.

Very truly yours,

By: 
Eric D. Abel

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STATE OF FLORIDA
DIVISION OF CORPORATIONS

encl., as stated

4/3/97

EFFECTIVE DATE

3/31/97

ARTICLES OF INCORPORATION

OF

ABEL-CHAMBERLAIN INTERNATIONAL, INC.

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ARTICLE I. NAME

The name of this corporation shall be **Abel-Chamberlain International, Inc.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be 31st day of March, 1997.
This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the business of national and international wholesale and retail sales of goods, the provision of diverse services, for transacting any and all other business and activities, and for engaging in the transaction of any and all business activities permitted under Chapter 607, Florida Statutes, and laws of United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000,000 shares of one cent (\$0.01) par value common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of thirty days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased. The directors of the corporation shall be elected at the annual meeting of the shareholders and directors, as specified in the By-Laws. The election of directors shall be by majority vote.

Any director may be removed from office at any time with or without cause by the affirmative majority vote of the outstanding shares.

The names and addresses of the individuals who shall serve as members of the Initial Board Of Directors are:

Ralph L. Abel
1183 N. Mediterranean Way
Inverness, FL 34453

Henry R. Chamberlain
6101 Mountain View Road
Ooltewah, TN 37363

ARTICLE VIII. QUORUM AND MEETINGS

A quorum for the transaction of business at any meeting of the board of directors shall exist if fifty-one percent (51%) of the total number of directors shall be present at the meeting, in person or by proxy.

No action may be taken on behalf of the corporation without the express written and signed approval of all directors of this corporation.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial principal office shall be: 74 W. Chase Street, Hernando, Florida 34442.

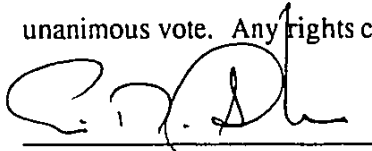
The name of the individual who shall serve as this corporation's initial registered agent and the address therefor is: Eric D. Abel, Attorney, 74 W. Chase St., Hernando, FL 34442.

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Eric D. Abel, 74 W. Chase Street, Hernando, Florida 34442.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. This power to adopt, amend, alter or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote. Any rights conferred upon the shareholders shall be subject to this reservation.



Eric D. Abel, Incorporator

State of Florida
County of Citrus

On this 28th day of March, 1997, Eric D. Abel, designated above as the individual who shall serve as this corporation's incorporator, and personally known to me, - personally appeared before me and signed and acknowledged signing these Articles Of Incorporation.



Notary Public

(Seal)

PEGGY BALDWIN
Notary Public, State of Florida
My Comm. Expires March 14, 1999
No. CC443866

I hereby accept my designation as registered agent and agree to serve as the registered agent of Abel-Chamberlain International, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Abel-Chamberlain International, Inc.



Eric D. Abel, Registered Agent