



THE UNITED STATES
CORPORATION
COMPANY

P97000033660

ACCOUNT NO. : 072100000032

REFERENCE : 328958 4332656

AUTHORIZATION :

Patricia Piggitt

COST LIMIT : \$ 70.00

ORDER DATE : April 14, 1997

ORDER TIME : 8:59 AM

ORDER NO. : 328958-005

CUSTOMER NO: 4332656

700002141657--6

CUSTOMER: Olivia Weatherby, Legal Asst
ANDERSON & ORCUTT

Suite 2400
401 East Jackson Street
Tampa, FL 33602

DOMESTIC FILING

NAME: CUSHIONDECK INTERNATIONAL,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

20192

224

APR 14 1997

W97-8334

FILE
97 APR 14 AM 11:07
TALLAHASSEE, FLORIDA

RECEIVED
97 APR 14 AM 9:56
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 14, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: CUSHIONDECK INTERNATIONAL, INC.
Ref. Number: W97000008554

RESUBMIT

Please give original
submission date as file date.

We have received your document for CUSHIONDECK INTERNATIONAL, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 497A00018587

RECEIVED
97 APR 15 AM 8:45
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
CUSHIONDECK INTERNATIONAL, INC.**

FILED
97 APR 14 AM 11:07
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is:

CUSHIONDECK INTERNATIONAL, INC.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common stock with a par value of \$1.00 per share, which shall be designated "Common Shares".

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - PRINCIPAL OFFICE

The principal office or mailing address of the Corporation is:

3114 Alternate U.S. 19, Suite A, Palm Harbor, Florida 34683

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

A. The street address of the initial registered office of this Corporation is:

c/o Anderson & Orcutt, P.A., 401 East Jackson Street, Suite 2400, Tampa, Florida
33602

B. The name of the initial Registered Agent of this Corporation at such address is:

William Kent Ihrig

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial Director of this Corporation is:

Kevin Bagnall 3114 Alternate U.S. 19, Suite A, Palm Harbor, Florida 34683

ARTICLE VIII - INCORPORATOR

A. The name of the person signing these Articles is:

William Kent Ihrig

B. The address of the person signing these Articles of Incorporation is:

401 East Jackson Street, Suite 2400, Tampa, Florida 33602

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the Shareholders stock sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of Shareholders may be called by the President, the Secretary, a

majority of the Shareholders, the Board of Directors of this Corporation or a designee of any of the same.

ARTICLE XI - REMOVAL OF DIRECTORS

A fifty-one percent (51%) interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

ARTICLE XII - INTERESTED DIRECTORS CONTRACTS

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

a. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

b. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

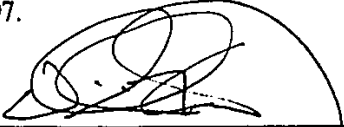
c. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee, or the Shareholders.

ARTICLE XIII - EXTRAORDINARY ACTION

The affirmative vote of sixty-seven percent (67%) of the common stock of the

Corporation represented at a meeting at which a quorum is present, shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of April, 1997.



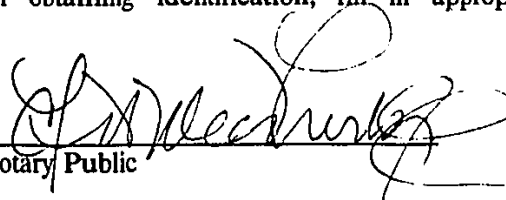
William Kent Ihrig

STATE OF FLORIDA

:
:
:

COUNTY OF HILLSBOROUGH

THE FOREGOING INSTRUMENT was acknowledged before me this 11th day of April, 1997 by William Kent Ihrig, who X is personally known to me or has produced as identification and did not take an oath. [Notary, check appropriate blank; and, if obtaining identification, fill in appropriate identification number.]

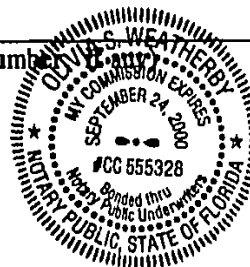


Notary Public

(Printed Name of Notary)

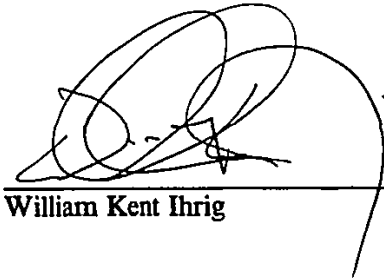
My Commission Expires:

(Serial Number)



ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept service of process for Cushiondeck International, Inc. at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in such capacity, and agree to comply with the provisions of Section 48.04, *Florida Statutes*, relative to keeping open said office.



William Kent Ihrig

WKI:wki
041197:64976

FILED
97 APR 14 AM 11:07
TALLAHASSEE, FLORIDA