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April 15, 1997

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32399

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-04/17/97--01022--007
****131.25 ****131.25

To Whom It May Concern:

Enclosed please find my check for one hundred thirty-one dollars and twenty-five cents (\$131.25) to cover cost of forming a corporation in the State of Florida. I have also enclosed one original copy of the Articles of Incorporation as well as one copy.

Would you please file this corporation and return a certified copy to the registered agent, Bill Turner. The address is:

3601 Belle Vista Dr.
St. Petersburg, FL 33706

Thank you for your assistance.

Sincerely,


Bill Turner

4/18/97
JB

FILED
97 APR 17 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Turner International, Inc

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute (1975) as presently enacted and as it may be amended from time to time. Transactions are to include, but not be limited to, sales, marketing, consulting, exporting, and financing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

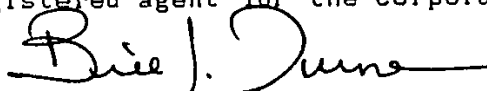
Any shareholder, upon an offer for sale of cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of additional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3601 Belle Vista Dr., St. Pete Beach, FL 33706. The address of the principal office of the corporation is 3637 4th Street North, Suite 230, St. Petersburg, FL 33704. The name of the initial registered agent of this corporation at this address is Bill J. Turner. I am hereby am familiar with and accept the duties and

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I am hereby am familiar with and accept the duties and responsibilities as registered agent for the corporation.



Bill J. Turner

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) 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 (1). The name and address of the initial director/s of this corporation are:

<u>Name</u>	<u>Address</u>
Bill J. Turner	3601 Belle Vista Dr. St. Pete Beach, FL 33706
Todd S. Turner	3601 1/2 Belle Vista Dr. St. Pete Beach, FL 33706
Kathie E. Turner	3601 Belle Vista Dr. St. Pete Beach, FL 33706

ARTICLE VIII - INCORPORATORS

The name and address of the persons signing these articles and the number of shares to which they have subscribed, and the value of the consideration therefor, is:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Value</u>
Bill J. Turner	3601 Belle Vista Dr. St. Pete Beach, FL 33706	250	\$250.00
Todd S. Turner	3601 1/2 Belle Vista Dr. St. Pete Beach, FL 33706	250	\$250.00
Kathie Turner	3601 Belle Vista Dr. St. Pete Beach, FL 33706	250	\$250.00

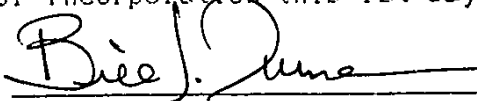
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X -- AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned incorporators have executed these Articles of Incorporation this 1st day of April, 1997.


Bill J. Turner


Todd S. Turner

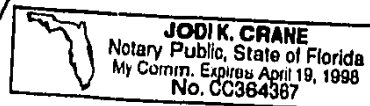

Kathie E. Turner

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this
1st day of April, 1997..

My commission expires:


NOTARY PUBLIC



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APR 17 AM 10:00
CLERK OF STATE
TALLAHASSEE, FLORIDA