

P97000041034



THE COMPANY CORPORATION

1313 N Market Street • Wilmington Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

April 28, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002166145--4
-05/05/97--01110--002
*****70.00 *****70.00

RE: The Focus Company
P32407POTHPEN

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for The Focus Company

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Ncn Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Regina Cephas
Regina Cephas
Vice President

enc.

SHELLY (T.C.C.) GAVE
AUTHORIZATION BY PHO. TO
CORRECT CORP. NAME
DATE 5-12-97
DOC. EXAM JN

FILED
97 MAY -5 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JN 5-9-97

ARTICLES OF INCORPORATION
OF
Focus Limited Inc.

The undersigned natural person(s), of the age of 21 or more acting to form a corporation under the corporate laws of the State of Florida do hereby certify the following:

FIRST: The name of the corporation will be Focus Limited Inc.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee, FL 32303-6643. The name of agent at said address is Larry Wolfe.

THIRD: The principal address of the corporation is P.O. Box 9982, Panama City Beach, FL 32407.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act.

FIFTH: The total authorized stock of this corporation is divided into 1,500 share(s) at no par value.

SIXTH: The number of directors constituting the initial board of directors is four, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are elected are as follows:

Thomas L. Pendergrast 725 N. Tyndall Pkwy., Callaway, FL 32404.
Judith Pendergrast 725 N. Tyndall Pkwy., Callaway, FL 32404.
Matthew D. Pendergrast 725 N. Tyndall Pkwy., Callaway, FL 32404.
Jesse C. Pendergrast 725 N. Tyndall Pkwy., Callaway, FL 32404.

SEVENTH: The duration of this corporation is perpetual.

EIGHTH: This is a Close Corporation.

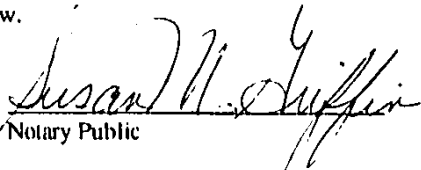
NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Wendy Snow 1313 N. Market Street Wilmington, DE 19801.

I/We, the undersigned, being the incorporator(s) of the corporation identified above, declare that I/we have examined the foregoing this 28th day of April, 1997.


State of Delaware County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 28th day of April, 1997 by Wendy Snow.


Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by, Wendy Snow, 1313 Market Street, Wilmington, DE 19801 (302) 575-0440.

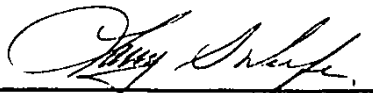
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NOTARY PUBLIC STATE
OF DELAWARE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 43.091, Florida Statutes, the following is
submitted:

First, this Focus Limited Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Panama City Beach, State of
Florida, has named Larry Wolfe located at
200- A John Knox Road, Tallahassee, FL 32303-6643
_____ as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.



April 28, 1997
Date

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TALLAHASSEE, FLORIDA