

THE COMPANY CORPORATION

May 2, 1997

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

100002171751--C  
-05/08/97--01115--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: PrinceGerald Inc.  
P32776P.PRPRI

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 PrinceGerald Inc.

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 Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

*Regina Cephas*  
Regina Cephas  
Vice President

enc.

FILED  
97 MAY -8 AM 8:57  
TALLAHASSEE, FLORIDA

*5/13/97*

ARTICLES OF INCORPORATION  
OF  
PrinceGerald 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 shall be PrinceGerald Inc.

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

THIRD: The principal address of the corporation is 6501 Plymouth-Sorrento Road, Apopka, FL 32712.

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 Corporation Act.

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

SIXTH: The number of directors constituting the initial board of directors is one, 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 as follows:

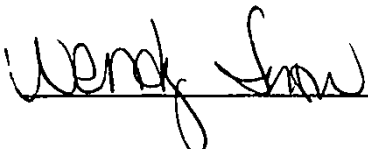
John B. Principato 6501 Plymouth-Sorrento Road, Apopka, FL 32712.

SEVENTH: The duration of the corporation is perpetual.

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

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

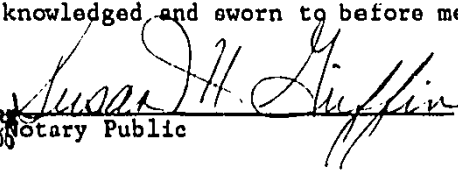
We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 1st day of May, 1997.

  
\_\_\_\_\_

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 1st day of May, 1997 by Wendy Snow.

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

This Document was Prepared by Wendy Snow, 1313 N. Market Street, Wilmington, DE 19801. (302) 575-0440

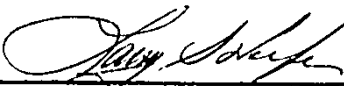
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON PROCESS MAY BE SERVED.

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

First, this PrinceGerald Inc.  
desiring to organize under the laws of the State of Florida with its principal  
place of business located in the city of Apopka, State of  
Florida, has named Larry Wolfe located at  
200-A John Knox Road, Tallahassee, FL 32303

\_\_\_\_\_ 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.

  
\_\_\_\_\_

May 1, 1997

Date

SECRET  
TALLAHASSEE, FLORIDA

97 MAY -8 AM 8:57

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