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PETER A. BELL, P.A.

ATTORNEYS AT LAW

PETER A. BELL, Esq.

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Punta Gorda, FL 33950
(941) 639-1511

May 9, 1997

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Tribco International, Inc.

Dear Sir:

Enclosed please find Articles of Incorporation for the above-referenced corporation together with check in the amount of \$122.50 which represents the filing fee.

Thank you for your prompt attention to this matter.

Sincerely,


Peter A. Bell

PAB/vld

Enclosures

FILED
97 MAY -9 PM 11:19
TALLAHASSEE, FLORIDA

P. CHANDLER MAY 14 1997

ARTICLES OF INCORPORATION

OF

TRIBCO INTERNATIONAL, INC.

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is Tribco International, Inc.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE FOUR

CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is 10,000 of no par value stock.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial registered office of the corporation and the name of the initial registered agent at such address is:

Peter A. Bell, Esq.
322 Tamiami Trail, Suite 20
Punta Gorda, Florida 33950

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7 MAY -9 PM 11:19
ALBANY, N.Y.

The principal office address of the corporation is:

1133 Bal Harbor Boulevard
Suite 269
Punta Gorda, Florida 33950

ARTICLE SIX
PRE-EMPTIVE RIGHTS

The Corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

ARTICLE SEVEN
DIRECTORS

The Board of Directors of the corporation shall consist of such number of Directors as shall be determined by the shareholders from time to time at each annual meeting at which Directors are to be elected. The method of election of Directors shall be as stated in the By-Laws.

The names and addresses of the initial Board of Directors are:

Thomas B. Tribelhorn
1348 Pine Siskin Drive
Punta Gorda, Florida 33950-7646

Willy Tribelhorn
3578 Tripoli Boulevard
Punta Gorda, Florida 33950

ARTICLE EIGHT
INCORPORATOR

The name and address of the Incorporator is:

Thomas B. Tribelhorn
1348 Pine Siskin Drive
Punta Gorda, Florida 33950-7646

ARTICLE NINE
LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no Director of this Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of any duty owed to the Corporation or its shareholders, except that a Director may be held personally liable for (1) breaches of duty of loyalty, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law (3) declaration of

unlawful dividends or unlawful stock repurchases or redemptions, or (4) a transaction from which the Director derives an improper personal benefit.

Any Director or Officer who is involved in litigation or other proceeding by reason of his or her position as a Director or Officer of this Corporation shall be indemnified and held harmless by the Corporation to the fullest extent permitted by law.

ARTICLE TEN
OTHER PROVISIONS

Director or Officer Interest: In the absence of fraud, no transaction between (a) this Corporation and (b) any other Association, Corporation or any Director or Officer of this Corporation individually, shall be affected by the fact that any Director or Officer of this Corporation is individually a party to the transaction or is interested in or is a Director or Officer of such other Association or Corporation.

Stock Transfer Restriction: No shareholder of this Corporation shall sell any shares of stock held by him or her in this Corporation without first offering to sell such stock to the Corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the Corporation at the time the stock is offered to the Corporation for sale. The Corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the Corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty

(30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the Corporation and only within thirty (30) days form and after the date on which the Corporation declines to exercise its option.

Corporate Seal: The Corporation shall have a Corporate Seal which shall be affixed to all deeds, mortgages and other instruments affecting or relating to real estate.

Execution of Written Instruments: All instruments that are executed on behalf of the Corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice President and the Secretary or Treasurer. All other instruments executed by the Corporation, including a release of mortgage or lien, may be executed by the President or Vice President. Notwithstanding the preceding provisions of this section any written instrument may be executed by any Officer(s) or agent(s) that are specifically designated by Resolution of the Board of Directors.

IN WITNESS WHEREOF, I have hereunto subscribed my name this
9th day of May, A.D., 1997.



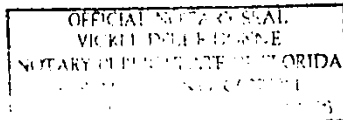
Thomas B. Tribelhorn

STATE OF FLORIDA

COUNTY OF CHARLOTTE

On this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared THOMAS B. TRIBELHORN, who is personally known to me/who has produced current Florida DL as identification, and whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 9th day of May, A.D., 1997.



Vicki L. Delle Donne
Vicki L. Delle Donne
Notary Public - State of Florida

FILED
97 MAY 19 11:19
TALLAHASSEE, FLORIDA

I HEREBY am familiar with and accept the duties and responsibilities as Registered Agent for Tribco International, Inc.

DATED this 9th day of May, A.D., 1997.

Peter A. Bell
Peter A. Bell, Esq.