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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 392703 9575A

AUTHORIZATION : *Patricia Pijute*

COST LIMIT : \$ 70.00

ORDER DATE : May 15, 1997

ORDER TIME : 10:05 AM

ORDER NO. : 392703-005

CUSTOMER NO: 9575A

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CUSTOMER: C. Ted French, Esq.
DICKINSON & GIBBONS, P A

1750 Ringling Boulevard

Sarasota, FL 34236

DOMESTIC FILING

NAME: WIDE EYES, 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: Tina M. Bartlett

EXAMINER'S INITIALS:

FILED
STATE
SECRETARY OF
CORPORATIONS
MAY 15 1997
SARASOTA, FL

FILED
STATE
SECRETARY OF
CORPORATIONS
MAY 15 1997
SARASOTA, FL
3/15/97

**ARTICLES OF INCORPORATION
OF
WIDE EYES, INC.**

FILED
SECRETARY OF STATE
CORPORATIONS
ST. PETERSBURG, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is: Wide Eyes, Inc., 2401 9th Street North, St. Petersburg, Florida 33704.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 2401 9th Street North, St. Petersburg, FL 33704, and the name of its initial Registered Agent at that address is LARRY H. STEEN.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is four. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Larry H. Steen, 2401 9th St. N., St. Petersburg, FL 33704;
John H. Taylor, III, 2401 9th St. N., St. Petersburg, FL 33704;
Pam Steen, 2401 9th St. N., St. Petersburg, FL 33704; and
Sheila Taylor, 2401 9th St. N., St. Petersburg, FL 33704.

Article 7. Incorporators. The name and address of the Incorporator is as follows:

Larry H. Steen, 2401 9th St. N., St. Petersburg, FL 33704.

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 12 day of MAY, 1997.


LARRY H. STEEN

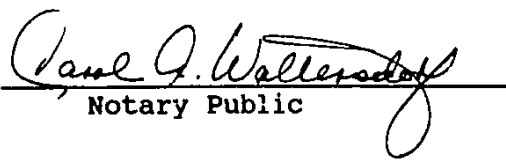
STATE OF FLORIDA)
COUNTY OF SARASOTA)

Before me personally appeared LARRY H. STEEN to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed and he did not take an oath.

WITNESS my hand and official seal this 12th day of May, 1997.



CAROL A. WALTERSDORF
My Commission CC4301118
Expires Dec 28 1998
Bonded by HAI
900-422 1554


Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of WIDE EYES, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 12 day of MAY, 1997.


LARRY H. STEEN
Registered Agent