

997000045182
TEW, ZINOBER, BARNES, ZIMMET & UNICE
ATTORNEYS AT LAW

JOEL R. TEW
FREDRIC S. ZINOBER
ROBERT L. BARNES, JR.
ALAN S. ZIMMET
T. R. UNICE, JR.
ANDREW J. SALZMAN
JEFFREY P. CARIO*

LEE WM. ATKINSON
MARK A. CONNOLLY
DONNA J. FELDMAN
PAUL J. WATERS
BRET T. JARDINE
PATRICK A. BURSON
CHRISTOPHER M. AJELLO
ROBERT E. HEYMAN
RICHMOND C. FLOWERS
VANESSA A. NYE
*HERNANDO RESIDENT PARTNER

CLEARWATER OFFICE
PRESTIGE PROFESSIONAL PARK
2655 McCORMICK DRIVE
CLEARWATER, FLORIDA 34619

HERNANDO OFFICE
7361 FOREST OAKS BLVD.
SPRING HILL, FLORIDA 34606

PLEASE REPLY TO:
P. O. BOX 5124
CLEARWATER, FLORIDA 34618-5124

CLEARWATER OFFICE
(813) 799-2882

FAX
(813) 726-0058
(813) 799-6794

HERNANDO OFFICE
(352) 683-0597
FAX
(352) 686-0701

E-Mail Address: TZBZU@aol.com

May 15, 1997

200002183222--3
-05/19/97--01124--007
****122.50 ****122.50

Division of Corporations
Department of State
The Capitol
P. O. Box 6327
Tallahassee, FL 32314

Re: Florida Gulf Marketing, Inc.

Gentlemen:

Enclosed is the original and one signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,

TEW, ZINOBER, BARNES, ZIMMET & UNICE

Robert L. Barnes, Jr.
Robert L. Barnes, Jr.

RLB/lhs
Enclosures
pc: Paul Grabiak (w/enc.)

MAY 21 1997

P.S.: Please note Tew, Zinober, Barnes, Zimmet & Unice is a registered fictitious name.

#9997

ARTICLES OF INCORPORATION
FOR
FLORIDA GULF MARKETING, INC.

FILED
97 MAY 19 PM 1:34
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation shall be FLORIDA GULF MARKETING, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Robert L. Barnes, Jr, Esquire. The street address of the initial registered office of the corporation for service of process shall be 2655 McCormick Drive, Clearwater, Florida 34619.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have one (1) director. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial director of the corporation is:

Paul Grabiak

6138 9th Avenue Circle, N.E.
Bradenton, Florida 34202

ARTICLE VII - INCORPORATOR

The name and address of each incorporator of the corporation is:

Robert L. Barnes, Jr., Esquire

2655 McCormick Drive
Clearwater, Florida 34619

ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 6138 9th Avenue Circle, N.E., Bradenton, Florida 34202. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI - PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

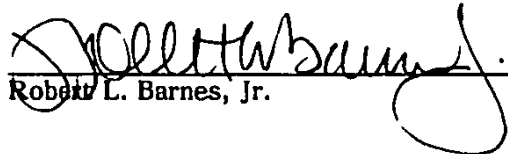
ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of May, 1997.


Robert L. Barnes, Jr.

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 13th day of May, 1997 by Robert L. Barnes, Jr. who is personally known to me.


Signature of Person Taking Acknowledgment

Jo Lynn Jorczak
Name of Acknowledger Typed, Printed or Stamped

Notary Public, State of Florida

CC 520183
Notarial Serial Number

(NOTARY SEAL)



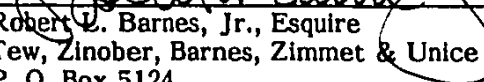
Jo Lynn Jorczak
MY COMMISSION # CC520183 EXPIRES
February 17, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for Florida Gulf Marketing, Inc., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 13th day of May, 1997.

Tew, Zinober, Barnes, Zimmet & Unice

By:


Robert L. Barnes, Jr., Esquire
Tew, Zinober, Barnes, Zimmet & Unice
P. O. Box 5124
2655 McCormick Drive
Clearwater, FL 34618
(813) 799-2882

97 MAY 19 PM 1:34
TALLAHASSEE, FLORIDA