

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
 (904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

PA700055437

Cabbage, Inc.

RECEIVED
 97 JUN 24 AM 11:30

Signature *[Signature]*
 Requested by: *[Signature]*
 Name Date *6/24/97* Time *11:00*
 Walk-In Will Pick Up

- Art of Inc. File *Photo*
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Name Reservation _____
- Merger File _____
- Art. of Amend. File *06/24/97--01069--027*
*****70.00 *****70.00
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

Cabbage, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **Cabbage, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 2728 Kavalier Dr., Palm Harbor, FL 34684.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) class A - voting shares and one thousand (1,000) class B - non-voting shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is David E. Platte, 603 Indian Rocks Road, Belleair, FL 34616.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

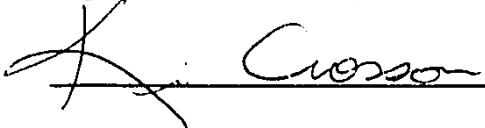
ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

Susan Johnson, D-P-S-T, 2728 Kavalier Drive, Palm Harbor, FL 34684.
Patti Jo Pearl, D-V, 2728 Kavalier Drive, Palm Harbor, FL 34684.
Heidi Joy Fortson, D-V, 2728 Kavalier Drive, Palm Harbor, FL 34684.
Lynne Austin, D-V, 2728 Kavalier Drive, Palm Harbor, FL 34684.
David E. Platte, D-V, 603 Indian Rocks Rd., Belleair, FL 34616.

The undersigned has executed these Articles of Incorporation this 24th day of June 1997.

"Capital Connection, Inc. by Kim Crosson, Office Manager"



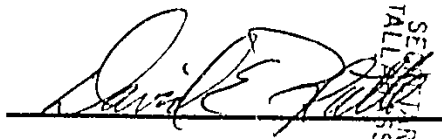
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Cabbage, Inc.

2. The name and street address of the registered agent and office is: David E. Platte
603 Indian Rocks Road
Belleair, FL 34616

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



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