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and in Wisconsin

P970000061298
JUL 10, 1997

Department of State
Division of Corporations
NEW FILING SECTION
P.O. Box 6327
Tallahassee, Florida 32314

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-07/14/97--01114--008
***122.50 ***122.50

RE: Iron Prince, Inc.
Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation of Iron Prince, Inc., as well as our firm check in the sum of \$122.50 representing your filing fee. Please return a certified copy of the Articles of Incorporation in the enclosed self-addressed, postage prepaid envelope.

Thank you for your assistance in this matter.

Very truly yours,

Richard L. Alford
Richard L. Alford

RLA:pt
Enclosures

FILED
97 JUL 14 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 7-15-97

ARTICLES OF INCORPORATION

OF

IRON PRINCE, INC.

FILED
97 JUL 14 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is Iron Prince, Inc., and its mailing address is 18 North Pine Circle, Belleair, FL 33756.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue twenty (20) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 18 North Pine Circle, Belleair, FL 33756, and the name of the initial registered agent of this corporation at that address is George E. Mariani, Jr.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
George E. Mariani, III 18 North Pine Circle Belleair, FL 33756	President
George E. Mariani, Jr., 18 North Pine Circle Belleair, FL 33756	Secretary/Treasurer

ARTICLE VII

INCORPORATOR

The name and address of each person signing Articles:

<u>Name</u>	<u>Address</u>
George E. Mariani, III	18 North Pine Circle Belleair, FL 33756
George E. Mariani, Jr.	18 North Pine Circle Belleair, FL 33756

ARTICLE VIII

CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE IX

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws

is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on the 7th day of July, 1997.



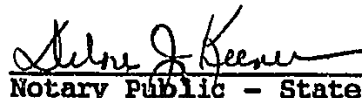
GEORGE E. MARIANI, III



GEORGE E. MARIANI, JR.

STATE OF FLORIDA)
COUNTY OF _____)

SWORN TO AND SUBSCRIBED before me, this 7th day of July, 1997, by GEORGE E. MARIANI, III, who is personally known to me or who has produced personally known as satisfactory evidence of identification.



Notary Public - State of Florida
Name: _____
Commission No.: _____
My Commission Expires: _____

DELORES J. KEENER
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXP. AUG. 6, 2000
CC574960

STATE OF FLORIDA)
COUNTY OF _____)

SWORN TO AND SUBSCRIBED before me, this 7th day of July, 1997, by GEORGE E. MARIANI, JR., who is personally known to me or who has produced Personally Known as satisfactory evidence of identification.

Delores J. Keener

Notary Public - State of Florida

Name: _____

Commission No.: _____

My Commission Expires: _____

DELORES J. KEENER
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXP. AUG. 6, 2000
CC574960

FILED
97 JUL 14 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

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

Dated this 7th day of July, 1997.

George E. Mariani, Jr.
GEORGE E. MARIANI, JR., as Registered Agent