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Requestor's Name

Art W. Simmons  
Marti E. Simmons  
4204 Playa Court

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Adrail Incorporated  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
97 JUL 23 PM 2:02  
TALLAHASSEE, FLORIDA

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

F. O'Hara, Jr. JUL 25 1997

Examiner's Initials

ARTICLES OF INCORPORATION

FOR

ADRAIL INCORPORATED

FILED  
97 JUL 23 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

THE NAME OF THIS CORPORATION IS:

ADRAIL INCORPORATED

ARTICLE II

ITS REGISTERED OFFICE IN THE STATE OF FLORIDA IS TO BE:

ADRAIL INCORPORATED  
4204 PLAYA COURT  
ORLANDO, FLORIDA 32812

ITS REGISTERED AGENT THEREOF IS ARTHUR W. SIMMONS WHOSE ADDRESS IS THE SAME AS STATED AS THE REGISTERED OFFICE OF ADRAIL INCORPORATED.

ARTICLE III

THE NATURE OF THE BUSINESS AND, THE OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED, PROMOTED AND CARRIED ON, ARE TO DO ANY AND ALL THINGS HEREIN MENTIONED, AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD, VIZ:

"THE PURPOSE OF THE CORPORATION IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER CHAPTER 607 OF THE GENERAL CORPORATION ACT OF FLORIDA".

ARTICLE IV

THE AMOUNT OF THE TOTAL AUTHORIZED CAPITAL STOCK OF THIS CORPORATION IS ONE THOUSAND (1,000) SHARES OF NO PAR VALUE

ARTICLE V

THE NAME AND MAILING ADDRESS OF THE INCORPORATION IS AS FOLLOWS:

ADRAIL INCORPORATED  
4204 PLAYA COURT  
ORLANDO, FLORIDA 32812

ARTICLE VI

THE POWERS OF THE INCORPORATOR ARE TO TERMINATE UPON FILING OF THE ARTICLES OF INCORPORATION, AND THE NAME AND MAILING ADDRESS OF THE PERSON WHO WILL SERVE AS DIRECTOR UNTIL THE FIRST ANNUAL MEETING OF THE STOCKHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFY IS AS FOLLOWS:

ARTHUR W. SIMMONS  
4204 PLAYA COURT  
ORLANDO, FLORIDA 32812

ARTICLE VII

THE DIRECTORS SHALL HAVE POWER TO MAKE AND TO ALTER OR AMEND THE BYLAWS: TO FIX THE AMOUNT TO BE RESERVED FOR WORKING CAPITAL, AND TO AUTHORIZE AND CAUSE TO BE EXECUTED MORTGAGES AND LIENS WITHOUT LIMIT AS TO AMOUNT, UPON THE PROPERTY AND FRANCHISE OF THE CORPORATION.

WITH THE CONSENT IN WRITING, AND PURSUANT TO A VOTE OF THE HOLDERS OF A MAJORITY OF THE CAPITAL STOCK ISSUED AND OUTSTANDING, THE DIRECTORS SHALL HAVE THE AUTHORITY TO DISPOSE, IN ANY MANNER, OF THE WHOLE PROPERTY OF THIS CORPORATION.

THE BYLAWS SHALL DETERMINE WHETHER AND TO WHAT EXTENT THE ACCOUNTS AND BOOKS OF THIS CORPORATION SHALL BE OPENED TO THE INSPECTION OF THE STOCKHOLDERS AND NO STOCKHOLDER HAS ANY RIGHT OF INSPECTING ANY ACCOUNT OR BOOK OR DOCUMENT OF THIS CORPORATION, EXCEPT AS CONFERRED BY THE LAW OF THE BYLAWS OR BY RESOLUTION OF THE STOCKHOLDERS.

THE STOCKHOLDERS AND DIRECTORS SHALL HAVE THE POWER TO HOLD THEIR MEETINGS AND KEEP THE BOOKS, DOCUMENTS AND PAPERS OF THE CORPORATION OUTSIDE OF THE STATE OF FLORIDA, AT SUCH PLACES AS MAY FROM TIME TO TIME DESIGNATED BY THE BYLAWS OR BY RESOLUTION OF THE STOCKHOLDERS OR DIRECTORS, EXCEPT AS OTHERWISE REQUIRED BY THE LAWS OF THE STATE OF FLORIDA.

IT IS THE INTENTION THAT THE OBJECTS , PURPOSES AND POWERS SPECIFIED IN THE THIRD ARTICLE HEREOF SHALL, EXCEPT WHERE OTHERWISE SPECIFIED IN SAID ARTICLE, BE NO WAY LIMITED OR RESTRICTED BY REFERENCE TO OR INFERENCE FROM THE TERMS OF ANY OTHER CLAUSE OR PARAGRAPH IN THESE ARTICLES OF INCORPORATION, BUT THAT THE OBJECTS, PURPOSES AND POWERS SPECIFIED IN THE THIRD ARTICLE AND IN EACH OF THE CLAUSES AND PARAGRAPHS OF THIS CHARTER SHALL BE REGARDED AS INDEPENDENT OBJECTS, PURPOSES AND POWERS.

I, THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, DO MAKE, FILE, AND RECORD THESE ARTICLES AND DO CERTIFY THAT THE FACTS HEREIN ARE TRUE AND I HAVE ACCORDINGLY HEREUNTO SET MY HAND.

DATED: 7-18-97

STATE: FLORIDA

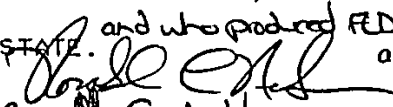
COUNTY: ORANGE

  
ARTHUR W. SIMMONS, PRESIDENT

ON THIS 18th DAY OF July, 1997, THEN AND THERE

PERSONALLY APPEARED BEFORE ME THE UNDERSIGNED, A NOTARY

PUBLIC, IN AND FOR COUNTY AND STATE. and who produced FEDL # 9557-059-394726 as identification.

  
Ronald C. Nelson  
NOTARY PUBLIC, STATE OF Florida.

MY COMMISSION EXPIRES,  
August 1, 1997

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, MAKING  
CORPORATE AGENT UPON WHOM PROCESS MAY BE SERVED

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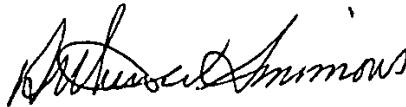
IN PURSUANCE OF CHAPTER 607.034, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

THAT ARDAIL INCORPORATED DESIRING TO ORGANIZE UNDER THE LAWS  
OF THE STATE OF FLORIDA WITH ITS PRINCIPLE OFFICE, AS  
INDICATED IN THE ARTICLES OF INCORPORATION IN THE CITY OF:  
ORLANDO, FLORIDA, COUNTY OF ORANGE, STATE OF FLORIDA HAS  
NAMED ARTHUR W. SIMMONS, LOCATED AT: 4204 PLAYA COURT,  
ORLANDO, FLORIDA, 32812:

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE,  
I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY  
WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID  
OFFICE.

BY:



ARTHUR W. SIMMONS  
RESIDENT AGENT

ADRAIL INCORPORATED  
(A FLORIDA CORPORATION IN-FORMATION)

BYLAWS OF ADRAIL INCORPORATED

ARTICLE I: OFFICES

SECTION 1. REGISTERED OFFICE. - THE REGISTERED OFFICE SHALL BE ESTABLISHED AND MAINTAINED AT: 4204 PLAYA COURT, ORLANDO, FLORIDA, 32812.

SECTION 2. OTHER OFFICES. - THE CORPORATION MAY HAVE OTHER OFFICES, EITHER WITHIN OR WITHOUT THE STATE OF FLORIDA, SUCH PLACE OR PLACES AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME APPOINT OR THE BUSINESS OF THE CORPORATION MAY REQUIRE.

ARTICLE II: MEETING OF STOCKHOLDERS

SECTION 1. ANNUAL MEETINGS. - ANNUAL MEETINGS OF STOCKHOLDERS FOR THE ELECTION OF DIRECTORS AND FOR SUCH OTHER BUSINESS AS MAY BE STATED IN THE NOTICE OF THE MEETING, SHALL BE HELD AT SUCH PLACE AND DATE AS THE BOARD OF DIRECTORS, BY RESOLUTION, SHALL DETERMINE AND SET FORTH IN THE NOTICE OF THE MEETING. IN THE EVENT THE BOARD OF DIRECTORS FAILS TO SO DETERMINE THE TIME, DATE, AND PLACE OF THE MEETING, THE ANNUAL MEETING OF THE STOCKHOLDERS SHALL BE HELD AT THE REGISTERED OFFICE OF THE CORPORATION IN FLORIDA.

IF THE DATE OF THE ANNUAL MEETING SHALL FALL UPON A LEGAL HOLIDAY, THE MEETING SHALL BE HELD AT THE NEXT SUCCEEDING BUSINESS DAY. AT EACH ANNUAL MEETING, THE STOCKHOLDERS ENTITLED TO VOTE SHALL ELECT A BOARD OF DIRECTORS AND MAY TRANSACT SUCH OTHER CORPORATE BUSINESS AS SHALL BE STATED IN THE NOTICE OF THE MEETING.

SECTION 2. OTHER MEETINGS. - MEETINGS OF STOCKHOLDERS FOR ANY PURPOSE OTHER THAN THE ELECTION OF DIRECTORS MAY BE HELD AT SUCH TIME AND PLACE, WITHIN OR WITHOUT THE STATE OF FLORIDA AS SHALL BE STATED IN THE NOTICE OF THE MEETING.

SECTION 3. VOTING. - EACH STOCKHOLDER ENTITLED TO VOTE IN ACCORDANCE WITH THE TERMS AND PROVISIONS OF THE FLORIDA CORPORATION AND THE BYLAWS SHALL BE ENTITLED TO ONE VOTE, IN PERSON OR BY PROXY, FOR EACH SHARE OF STOCK ENTITLED TO VOTE AND HELD BY SUCH STOCKHOLDER, BUT NO PROXY SHALL BE VOTED AFTER THREE YEARS FROM ITS DATE UNLESS SUCH PROXY PROVIDES FOR A LONGER PERIOD.

UPON THE DEMAND OF ANY STOCKHOLDER, THE VOTE FOR DIRECTORS AND UPON ANY QUESTION BEFORE THE MEETING SHALL BE BY BALLOT. ALL ELECTIONS FOR DIRECTORS SHALL BE DECIDED BY MAJORITY VOTE AS EXCEPT OTHERWISE PROVIDED BY THE ARTICLES OF INCORPORATION OF THE LAWS OF THE STATE OF FLORIDA.

SECTION 4. STOCKHOLDER LIST. - THE OFFICER WHO HAS CHARGE OF THE STOCK LEDGER OF THE CORPORATION SHALL AT LEAST TEN (10) DAYS BEFORE EACH MEETING OF STOCKHOLDERS PREPARE A COMPLETE ALPHABETICALLY ADDRESSED LIST OF THE STOCKHOLDERS TO VOTE AT THE ENSUING ELECTION, WITH THE NUMBER OF SHARES HELD BY EACH. SAID LIST SHALL BE OPEN TO THE EXAMINATION OF ANY STOCKHOLDER, FOR ANY PURPOSE GERMANE TO THE MEETING, DURING ORDINARY BUSINESS HOURS, FOR THE PERIOD OF AT LEAST TEN (10) DAYS PRIORS TO THE MEETING, EITHER AT A PLACE WITHIN THE CITY WHERE THE MEETING IS TO BE HELD OR AT THE CORPORATE BUSINESS OFFICE. WHICH PLACE, SHALL BE SPECIFIED IN THE NOTICE OF THE MEETING, OR IF NOT SPECIFIED, AT THE PLACE WHERE THE MEETING IS TO BE HELD. THE LIST SHALL BE AVAILABLE FOR INSPECTION AT THE MEETING.

SECTION 5. QUORUM. - EXCEPT AS OTHERWISE REQUIRED BY LAW, BY THE ARTICLES OF INCORPORATION OR BY THESE BYLAWS, THE PRESENCE, IN PERSON OR BY PROXY, OF STOCKHOLDERS HOLDING A MAJORITY IN INTEREST OF THE STOCKHOLDERS ENTITLED TO VOTE THEREAT, PRESENT IN PERSON OR BY PROXY, SHALL HAVE POWER TO ADJOURN THE MEETING FROM TIME TO TIME, WITHOUT NOTICE OTHER THAN ANNOUNCEMENT AT THE MEETING, UNTIL THE REQUISITE AMOUNT OF STOCK ENTITLED TO VOTE SHALL BE PRESENT. AT ANY SUCH ADJOURNED MEETING AT WHICH THE REQUISITE AMOUNT OF STOCK ENTITLED TO VOTE SHALL BE REPRESENTED, ANY BUSINESS MAY BE TRANSACTED WHICH MIGHT HAVE BEEN TRANSACTED AT THE MEETING AS ORIGINALLY NOTICED; BUT ONLY THOSE STOCKHOLDERS ENTITLED TO VOTE AT THE MEETING AS ORIGINALLY NOTICED SHALL BE ENTITLED TO VOTE AT ANY ADJOURNMENT OR ADJOURNMENTS THEREOF.

SECTION 6. SPECIAL MEETINGS. - SPECIAL MEETINGS OF THE STOCKHOLDERS FOR ANY PURPOSE, UNLESS OTHERWISE PRESCRIBED BY STATUTE OR BY THE ARTICLES OF INCORPORATION MAY BE CALLED BY THE PRESIDENT AND SHALL BE CALLED BY THE PRESIDENT OR SECRETARY AT THE REQUEST IN WRITING BY A MAJORITY OF THE DIRECTORS OR STOCKHOLDERS ENTITLED TO VOTE. SUCH REQUEST SHALL STATE THE PURPOSE OF THE PROPOSED MEETING.

SECTION 7. NOTICE OF MEETINGS. - WRITTEN NOTICE, STATING THE PLACE, DATE AND TIME OF THE MEETING, AND THE GENERAL NATURE OF THE BUSINESS TO BE CONSIDERED, SHALL BE GIVEN TO EACH SHAREHOLDER ENTITLED TO VOTE THEREAT AT HIS ADDRESS AS IT APPEARS ON THE RECORDS GIVEN TO EACH SHAREHOLDER ENTITLED TO VOTE THEREAT AT HIS ADDRESS AS IT APPEARS ON THE RECORDS OF THE CORPORATION, NOT LESS THAN TEN (10) NOR MORE THAN FIFTY (50) DAYS BEFORE THE DATE OF THE MEETING.

SECTION 8. BUSINESS TRANSACTED. - NO BUSINESS OTHER THAN THAT STATED IN THE NOTICE SHALL BE TRANSACTED AT ANY MEETING WITHOUT THE UNANIMOUS CONSENT OF ALL THE STOCKHOLDERS ENTITLED TO VOTE THEREAT.

SECTION 9. ACTION WITHOUT MEETING. - EXCEPT AS OTHERWISE PROVIDED BY THE ARTICLES OF INCORPORATION, WHENEVER THE VOTE OF STOCKHOLDERS AT THE MEETING THEREOF IS REQUIRED OR PERMITTED TO BE TAKEN IN CONNECTION WITH ANY CORPORATE ACTION BY ANY PROVISIONS OF THE STATUTES OR THE ARTICLES OF INCORPORATION OR OF THESE BYLAWS, THE MEETING AND VOTE OF STOCKHOLDERS MAY BE DISPENSED WITH, IF ALL THE STOCKHOLDERS WHO WOULD HAVE BEEN ENTITLED TO VOTE UPON THE ACTION IF SUCH A MEETING WERE HELD, SHALL CONSENT IN WRITING TO SUCH CORPORATE ACTION BEING TAKEN.

#### ARTICLE III - DIRECTORS

SECTION 1. NUMBER AND TERM. - THE NUMBER AND TERM OF DIRECTORS SHALL BE ESTABLISHED BY A PLURALITY OF THE SHAREHOLDERS AS VOTE IN PERSON OR BY PROXY AT THE ANNUAL MEETING. THE DIRECTORS SHALL BE ELECTED TO SERVE UNTIL HIS SUCCESSOR SHALL BE ELECTED AND SHALL QUALIFY. THE NUMBER OF DIRECTORS MAY NOT BE LESS THAN THREE EXCEPT THAT WHERE ALL SHARES OF THE CORPORATION ARE OWNED BENEFICIALLY AND OF RECORD BY EITHER ONE OR TWO STOCKHOLDERS. THE NUMBER OF DIRECTORS MAY BE LESS THAN THREE BUT NOT LESS THAN THE NUMBER OF STOCKHOLDERS.

SECTION 2. RESIGNATIONS. - ANY DIRECTOR, MEMBER OF A COMMITTEE OR OTHER OFFICER MAY RESIGN AT ANY TIME, SUCH RESIGNATION SHALL BE MADE IN WRITING, AND SHALL TAKE EFFECT AT THE TIME SPECIFIED THEREIN, AND IF NO TIME BE SPECIFIED, AT THE TIME OF ITS RECEIPT BY THE PRESIDENT OR SECRETARY. THE ACCEPTANCE OF A RESIGNATION SHALL NOT BE NECESSARY TO MAKE IT EFFECTIVE.



SECTION 3. VACANCIES. - IF THE OFFICE OF ANY DIRECTOR, MEMBER OF A COMMITTEE OR OFFICER BECOMES VACANT, THE REMAINING DIRECTORS IN OFFICE, THOUGH LESS THAN A QUORUM BY A MAJORITY VOTE, MAY APPOINT ANY QUALIFIED PERSON TO FILL SUCH VACANCY, WHO SHALL HOLD OFFICE FOR THE UNEXPIRED TERM OR UNTIL HIS SUCCESSOR SHALL BE DULY CHOSEN.

SECTION 4. REMOVAL. - ANY DIRECTOR OR DIRECTORS MAY BE REMOVED EITHER FOR OR WITHOUT CAUSE AT ANY TIME BY THE AFFIRMATIVE VOTE OF THE HOLDERS OF A MAJORITY OF ALL THE SHARES OF STOCK OUTSTANDING AND ENTITLED TO VOTE, AT A SPECIAL MEETING OF THE STOCKHOLDERS CALLED FOR THE PURPOSE AND THE VACANCIES THUS CREATED MAY BE FILLED, AT THE MEETING HELD FOR THE PURPOSE OF REMOVAL, BY THE AFFIRMATIVE VOTE OF A MAJORITY INTEREST OF THE STOCKHOLDERS ENTITLED TO VOTE.

SECTION 5. INCREASE BY NUMBER. - THE NUMBER OF DIRECTORS MAY BE INCREASED BY AMENDMENT OF THESE BYLAWS BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE DIRECTORS, THOUGH LESS THAN A QUORUM, OR, BY THE AFFIRMATIVE VOTE OF A MAJORITY IN INTEREST OF THE STOCKHOLDERS, AT THE ANNUAL MEETING OR AT A SPECIAL MEETING CALLED FOR THAT PURPOSE, AND BY LIKE VOTE THE ADDITIONAL DIRECTORS MAY BE CHOSEN AT SUCH MEETING TO HOLD OFFICE UNTIL THE NEXT ANNUAL ELECTION AND UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFY.

SECTION 6. COMPENSATION. - DIRECTORS SHALL NOT RECEIVE ANY STATED SALARY FOR THEIR SERVICE AS DIRECTORS OR AS MEMBERS OF COMMITTEES, BUT BY RESOLUTION OF THE BOARD, A FIXED FEE AND EXPENSES OF ATTENDANCE MAY BE ALLOWED FOR ATTENDANCE AT EACH MEETING. NOTHING HEREIN CONTAINED SHALL BE CONSTRUED TO PRECLUDE ANY DIRECTOR FROM SERVING THE CORPORATION IN ANY OTHER CAPACITY AS AN OFFICER, AGENT, OR OTHERWISE AND RECEIVING COMPENSATION THEREOF.

SECTION 7. ACTION WITHOUT MEETING. - ANY ACTION REQUIRING OR PERMITTED TO BE TAKEN AT ANY MEETING OF THE BOARD OF DIRECTORS, OR ANY COMMITTEE THEREOF, MAY BE TAKEN WITHOUT A MEETING, IF PRIOR TO SUCH ACTION A WRITTEN CONSENT THERETO IS SIGNED BY ALL MEMBERS OF THE BOARD, OR OF SUCH COMMITTEE AS THE CASE MAY BE, AND SUCH WRITTEN CONSENT IS FILED WITH THE MINUTES OF PROCEEDINGS OF THE BOARD OR COMMITTEE.

ARTICLE IV - OFFICERS

SECTION 1. OFFICERS. - THE OFFICERS OF THE CORPORATION SHALL CONSIST OF A PRESIDENT, A TREASURER, AND A SECRETARY, AND SHALL BE ELECTED BY THE BOARD OF DIRECTORS AND SHALL HOLD OFFICE UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED. IN ADDITION, THE BOARD OF DIRECTORS MAY ELECT A CHAIRMAN, ONE OR MORE VICE-PRESIDENTS AND SUCH ASSISTANT SECRETARIES AND OFFICERS OF THE CORPORATION NEEDED BY THE DIRECTORS. THE OFFICERS SHALL BE ELECTED AT THE FIRST MEETING OF THE BOARD OF DIRECTORS AFTER EACH ANNUAL MEETING. MORE THAN TWO OFFICES MAY BE HELD BY THE SAME PERSON.

SECTION 2. OTHER OFFICERS AND AGENTS. - THE BOARD OF DIRECTORS MAY APPOINT SUCH OFFICERS AND AGENTS AS IT MAY DEEM ADVISABLE, WHO SHALL HOLD THEIR OFFICES FOR SUCH TERMS AND SHALL EXERCISE SUCH POWER AND PERFORM SUCH DUTIES AS SHALL BE DETERMINED FROM TIME TO TIME BY THE BOARD OF DIRECTORS.

SECTION 3. CHAIRMAN. - THE CHAIRMAN OF THE BOARD OF DIRECTORS IF ONE BE ELECTED, SHALL PRESIDE AT ALL MEETINGS OF THE BOARD OF DIRECTORS AND SHALL HAVE AND PERFORM SUCH DUTIES AS FROM TIME TO TIME MAY BE ASSIGNED TO HIM BY THE BOARD OF DIRECTORS.

SECTION 4. PRESIDENT. - THE PRESIDENT SHALL BE THE CHIEF EXECUTIVE OF THE CORPORATION AND SHALL HAVE THE GENERAL POWERS AND DUTIES OF SUPERVISION AND MANAGEMENT USUALLY VESTED IN THE OFFICE OF PRESIDENT OF A CORPORATION. HE SHALL PRESIDE AT ALL MEETINGS OF THE STOCKHOLDERS OF PRESENT THEREAT, AND IN THE ABSENCES OR NON-ELECTION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS, AT ALL MEETINGS OF THE BOARD OF DIRECTORS, AND SHALL HAVE GENERAL SUPERVISION, DIRECTION AND CONTROL OF THE BUSINESS OF THE CORPORATION. EXCEPT AS THE BOARD OF DIRECTORS SHALL AUTHORIZE THE EXECUTION THEREOF IN SOME OTHER MANNER, HE SHALL EXECUTE ALL BONDS, MORTGAGES, AND OTHER CONTRACTS ON BEHALF OF THE CORPORATION, AND SHALL CAUSE THE CORPORATE SEAL TO BE AFFIXED TO ANY INSTRUMENT REQUIRING IT AND WHEN SO AFFIXED, THE SEAL SHALL BE ATTESTED BY THE SIGNATURE OF THE SECRETARY OR THE TREASURER OR AN ASSISTANT SECRETARY OR AN ASSISTANT TREASURER.

SECTION 5. VICE-PRESIDENT. EACH VICE-PRESIDENT SHALL HAVE SUCH POWERS AND SHALL PERFORM SUCH DUTIES AS SHALL BE ASSIGNED TO HIM BY THE BOARD OF DIRECTORS.

SECTION 6. TREASURER. - THE TREASURER SHALL HAVE THE CUSTODY OF THE CORPORATE FUNDS AND SECURITIES AND SHALL KEEP FULL AND ACCURATE ACCOUNT OF RECEIPTS AND DISBURSEMENT IN BOOKS BELONGING TO THE CORPORATION. HE SHALL DEPOSIT ALL MONIES AND OTHER VALUABLES IN THE NAME AND TO THE CREDIT OF THE CORPORATION IN SUCH DEPOSITORIES AS MAY BE DESIGNATED BY THE BOARD OF DIRECTORS.

SECTION 7. SECRETARY. - THE SECRETARY SHALL GIVE, OR CAUSE TO BE GIVEN, NOTICE OF ALL MEETINGS OF STOCKHOLDERS AND DIRECTORS, AND ALL OTHER NOTICES REQUIRED BY LAW OR THESE BY-LAWS, AND IN CASE OF HIS ABSENCE OR REFUSAL OR NEGLIGENCE TO DO SO, ANY SUCH NOTICE MAY BE GIVEN BY ANY PERSON THEREUNTO DIRECTED BY THE PRESIDENT, OR BY THE BOARD OF DIRECTORS, OR STOCKHOLDERS UPON WHOSE REQUISITION THE MEETING IS CALLED AS PROVIDED IN THESE BYLAWS. THE SECRETARY SHALL RECORD ALL PROCEEDINGS OF THE MEETINGS OF THE CORPORATION AND OF DIRECTORS IN A BOOK TO BE KEPT FOR THAT PURPOSE, AND SHALL AFFIX THE SEAL TO ALL INSTRUMENTS REQUIRING IT, WHEN AUTHORIZED BY THE DIRECTORS OR THE PRESIDENT, AND ATTEST THE SAME.

SECTION 8. ASSISTANT TREASURERS & ASSISTANT SECRETARIES. - ASSISTANT TREASURERS AND ASSISTANT SECRETARIES, IF ANY, SHALL BE ELECTED AND SHALL HAVE SUCH POWERS AND SHALL PERFORM SUCH DUTIES AS SHALL BE ASSIGNED TO THEM, RESPECTIVELY, BY THE DIRECTORS.

#### ARTICLE V - STOCKS AND FINANCES

SECTION 1. CERTIFICATES OF STOCK. - EVERY HOLDER OF STOCK IN THE CORPORATION SHALL BE ENTITLED TO HAVE A CERTIFICATE, SIGNED BY, OR IN THE NAME OF THE CORPORATION BY, THE CHAIRMAN OR VICE-CHAIRMAN OF THE BOARD OF DIRECTORS, OR THE PRESIDENT OR A VICE-PRESIDENT AND THE TREASURER OR AN ASSISTANT TREASURER, OR A SECRETARY OF THE CORPORATION, CERTIFYING THE NUMBER OF SHARES OWNED BY HIM IN THE CORPORATION.

IF THE CORPORATION SHALL BE AUTHORIZED TO ISSUE MORE THAN ONE CLASS OF STOCK OR MORE THAN ONE SERIES OF ANY ONE CLASS, THE DESIGNATIONS, PREFERENCES, AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF, AND THE QUALIFICATIONS, LIMITATIONS, OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS SHALL BE SET FORTH IN FULL OR SUMMARIZED ON THE FACE OR BACK OF THE CERTIFICATE WHICH THE CORPORATION SHALL ISSUE TO REPRESENT SUCH SERIES OR CLASS OF STOCK, A STATEMENT THAT THE CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH SHAREHOLDER WHO SO REQUESTS THE POWERS, DESIGNATIONS, PREFERENCES, AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF AND THE QUALIFICATIONS, LIMITATIONS, OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS. WHERE A CERTIFICATE IS COUNTERSIGNED (1) BY A TRANSFER AGENT OTHER THAN THE CORPORATION OR ITS EMPLOYEE, OR (2) BY A REGISTRANT OTHER THAN THE CORPORATION OR ITS EMPLOYEE, THE SIGNATURES OF OFFICERS MAY BE FACSIMILE.

SECTION 2. LOST CERTIFICATES. - NEW CERTIFICATES OF STOCK MAY BE ISSUED IN THE PLACE OF ANY CERTIFICATE THEREFOR ISSUED BY THE CORPORATION, ALLEGED TO HAVE BEEN LOST OR DESTROYED, AND THE DIRECTORS MAY, IN THEIR DISCRETION, REQUIRE THE OWNER OF THE LOST OR DESTROYED CERTIFICATE OR HIS LEGAL REPRESENTATIVES, TO GIVE THE CORPORATION A BOND, IN SUCH SUM AS THEY MAY DIRECT, NOT EXCEEDING DOUBLE THE VALUE OF THE STOCK, TO INDEMNIFY THE CORPORATION AGAINST IT ON ACCOUNT OF THE ALLEGED LOSS OF ANY CASH OR NEW CERTIFICATE.

SECTION 3. TRANSFER OF SHARES. - THE SHARES OF STOCK OF THE CORPORATION SHALL BE TRANSFERABLE ONLY UPON ITS BOOKS BY THE HOLDERS THEREOF IN PERSON OR BY THEIR DULY AUTHORIZED ATTORNEYS OR LEGAL REPRESENTATIVES, AND UPON SUCH TRANSFER THE OLD CERTIFICATES SHALL BE SURRENDERED TO THE CORPORATION BY THE DELIVERY THEREOF TO THE PERSON IN CHARGE OF THE STOCK AND TRANSFER BOOKS AND LEDGERS, OR TO SUCH OTHER PERSONS AS THE DIRECTORS MAY DESIGNATE, BY WHOM THEY SHALL BE CANCELLED, AND NEW CERTIFICATES SHALL BE ISSUED. A RECORD SHALL BE MADE OF EACH TRANSFER AND WHENEVER A TRANSFER SHALL BE MADE FOR COLLATERAL SECURITY, AND NOT ABSOLUTELY, IT SHALL BE SO EXPRESSED IN THE ENTRY OF THE TRANSFER.

SECTION 4. STOCKHOLDER RECORD DATE. - IN ORDER THAT THE CORPORATION MAY DETERMINE THE STOCKHOLDER ENTITLED TO NOTICE OR TO VOTE AT ANY MEETING OF STOCKHOLDERS OR ANY ADJOURNMENT THEREOF, OR TO EXPRESS CONSENT TO CORPORATE ACTION IN WRITING WITHOUT A MEETING, OR ENTITLED TO RECEIVE PAYMENT OF ANY DIVIDEND OR OTHER DISTRIBUTION OR ALLOTMENT OF ANY RIGHTS, OR ENTITLED TO EXERCISE ANY RIGHTS IN RESPECT OF ANY CHANGE, CONVERSION, OR CHANGE OF STOCK OR FOR THE PURPOSE OF ANY OTHER LAWFUL ACTION, THE BOARD OF DIRECTORS MAY FIX, IN ADVANCE, A RECORD DATE, WHICH SHALL NOT BE MORE THAN SIXTY (60) DAYS NOR LESS THAN TEN (10) DAYS BEFORE THE DAY OF SUCH MEETING, NOR MORE THAN SIXTY (60) DAYS PRIOR TO ANY OTHER ACTION. A DETERMINATION OF STOCKHOLDERS OF RECORD ENTITLED TO NOTICE OF OR TO VOTE AT A MEETING OF STOCKHOLDERS SHALL APPLY TO ANY ADJOURNMENT OF THE MEETING; PROVIDED, HOWEVER, THAT THE BOARD OF DIRECTORS MAY FIX A NEW RECORD DATE FOR THE ADJOURNED MEETING.

SECTION 5. DIVIDENDS. - SUBJECT TO THE PROVISIONS OF THE ARTICLES OF INCORPORATION, THE BOARD OF DIRECTORS MAY, OUT OF FUNDS LEGALLY AVAILABLE THEREFOR AT ANY REGULAR OR SPECIAL MEETING, DECLARE DIVIDENDS UPON THE CAPITAL STOCK OF THE CORPORATION AS AND WHEN THEY DEEM EXPEDIENT. BEFORE DECLARING ANY DIVIDENDS THERE MAY BE SET APART OUT OF ANY FUNDS OF THE CORPORATION AVAILABLE FOR DIVIDENDS, SUCH SUM OR SUMS AS THE DIRECTORS FROM TIME TO TIME IN THEIR DISCRETION DEEM PROPER WORKING CAPITAL OR AS A RESERVE FUND TO MEET CONTINGENCIES OR FOR EQUALIZING DIVIDENDS OR FOR SUCH OTHER PURPOSES AS THE DIRECTORS SHALL DEEM APPROPRIATE FOR THE INTERESTS OF THE CORPORATION.

SECTION 6. SEAL. - THE CORPORATE SEAL SHALL BE CIRCULAR IN FORM AND SHALL CONTAIN THE NAME OF THE CORPORATION, THE YEAR OF ITS CREATION AND THE WORDS "CORPORATE SEAL - FLORIDA". SUCH SEAL MAY BE USED BY CAUSING IT OR A FACSIMILE THEREOF TO BE IMPRESSED OR AFFIXED OR OTHERWISE REPRODUCED.

SECTION 7. FISCAL YEAR. - THE FISCAL YEAR OF THE CORPORATION SHALL BE DETERMINED BY RESOLUTION OF THE BOARD OF DIRECTORS.

SECTION 8. CHECKS. - ALL CHECKS, DRAFTS, OR OTHER ORDERS FOR THE PAYMENT OF MONEY, NOTES, OR OTHER EVIDENCES OF INDEBTEDNESS ISSUED IN THE NAME OF THE CORPORATION SHALL BE SIGNED BY AN OFFICER, OFFICERS OR AGENT OF THE CORPORATION, AND IN SUCH MANNER AS SHALL BE DETERMINED FROM TIME TO TIME BY RESOLUTION OF THE BOARD OF DIRECTORS.

SECTION 9. NOTICE AND WAIVER OF NOTICE. - WHENEVER ANY NOTICE IS REQUIRED BY THESE BYLAWS TO BE GIVEN, PERSONAL NOTICE IS NOT MEANT UNLESS EXPRESSLY STATED, AND ANY NOTICE SO REQUIRED SHALL BE DEEMED TO BE SUFFICIENT IF GIVEN BY DEPOSITING THE SAME IN THE UNITED STATES MAIL, POSTAGE PREPAID, ADDRESSED TO THE PERSON ENTITLED THERETO AT HIS ADDRESS AS IT APPEARS ON THE RECORDS OF THE CORPORATION, AND SUCH NOTICE SHALL BE DEEMED TO HAVE BEEN GIVEN ON THE DAY OF SUCH MAILING. STOCKHOLDERS NOT ENTITLED TO VOTE SHALL NOT BE ENTITLED TO RECEIVED NOTICE OF ANY MEETINGS EXCEPT AS OTHERWISE PROVIDED BY STATUTE. WHENEVER SUCH NOTICE WHATEVER IS REQUIRED TO BE GIVEN UNDER THE PROVISIONS OF ANY LAW, OR UNDER THE PROVISIONS OF THE ARTICLES OF INCORPORATION OF THE CORPORATION OR THESE BY-LAWS, A WAIVER THEREOF IN WRITING SIGNED BY THE PERSON OR PERSONS ENTITLED TO SAID NOTICE, WHETHER BEFORE OR AFTER THE TIME STATED THEREIN, SHALL BE DEEMED PROPER NOTICE.

ARTICLE VI: AMENDMENTS

THESE BYLAWS MAY BE ALTERED AND REPEALED AND THE BYLAWS MAY BE MADE AT ANY ANNUAL MEETING OF THE STOCKHOLDERS OR AT ANY SPECIAL MEETING THEREOF IF NOTICE THEREOF IS CONTAINED, THE NOTICE OF SUCH MEETING BE THE AFFIRMATIVE VOTE OF A MAJORITY OF THE STOCK ISSUED AND OUTSTANDING OR ENTITLED TO VOTE THEREAT, OR BY THE REGULAR MEETING OF THE BOARD OF DIRECTORS, OR AT ANY SPECIAL MEETING OF THE BOARD OF DIRECTORS, IF NOTICE THEREOF IS CONTAINED IN THE NOTICE OF SUCH SPECIAL MEETING.


ADRAIL INCORPORATED  
- BOARD OF DIRECTORS

RESOLUTION

THIS MEETING WAS HELD WITH ALL MEMBERS PRESENT WHO WAIVED NOTICE OF THE SAME FOR THE PURPOSE OF AUTHORIZING ARTHUR W. SIMMONS TO EXECUTE ANY AND ALL DOCUMENTS NECESSARY ON BEHALF OF THE COMPANY TO EFFECTUATE ANY LOAN OBLIGATION TO IT, AND UPON DISCUSSION IT WAS THEREBY RESOLVED:

THAT ARTHUR W. SIMMONS IS AUTHORIZED TO EXECUTE ANY AND ALL DOCUMENTS TO EFFECTUATE A LOAN ON BEHALF OF THE COMPANY IN THE SUM AS REQUIRED.

THERE BEING NO FURTHER BUSINESS, THE MEETING WAS ADJOURNED.

  
ARTHUR W. SIMMONS, PRESIDENT

DATED: *July 15, 1997*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED