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CASS & GRAHAM

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

112 SOUTH MAGNOLIA AVENUE
TAMPA, FLORIDA 33606

(813) 253-2992
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August 29, 1997

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

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-03/02/97--01144--014
*****70.00 *****70.00

Greetings:

Please file Articles of Incorporation for NATIONS HOLDINGS, INC.

An original and a copy of the Articles are enclosed along with an Acceptance of Appointment as Registered Agent and a check in the amount of \$70.00. The check represents payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent Appointment	<u>35.00</u>
Total	<u>\$ 70.00</u>

Please send the date-stamped copy of the Articles to me at the address set forth above.

Feel free to telephone me should you have any questions.

Thank you.

Sincerely,



Andrew L. Graham

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DIVISION OF STATE
CORPORATIONS
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9/13/97

**ARTICLES OF INCORPORATION
OF
NATIONS HOLDINGS, INC.**

EFFECTIVE DATE

8/29/97

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is NATIONS HOLDINGS, INC.

ARTICLE II ADDRESS

The corporation's address is 164 Baltic Circle, Tampa, Florida 33606.

ARTICLE III COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence will commence August 29, 1997; provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE IV BUSINESS AND POWERS

The corporation may engage in any activity or business not prohibited by the laws of the United States or the State of Florida and will have the power and authority to do everything necessary, proper, advisable or convenient to accomplish its purposes and to do all other things incidental thereto or connected therewith which are not prohibited by law or these Articles of Incorporation.

ARTICLE V AUTHORIZED SHARES

The corporation is authorized to issue 10,000 shares of common stock, \$0.01 par value each of which will confer the same rights and privileges as conferred by all the other common shares of the corporation. Shareholders of the corporation will not have preemptive rights.

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ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 164 Baltic Circle, Tampa, Florida 33606 and the initial registered agent at that same address is Thomas J. Singletary

ARTICLE VII INITIAL DIRECTOR

The following individual will be the initial director of the corporation:

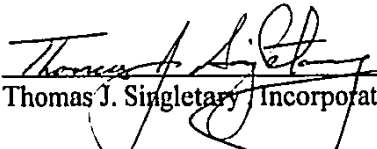
Thomas J. Singletary
Clifford B. Singletary

The initial director will hold office for the first year of the corporation's existence and until his successor is duly elected and qualified, subject to his earlier resignation, or his removal from office by the shareholders of the corporation any time with or without cause.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is Thomas J. Singletary, 164 Baltic Circle, Tampa, Florida 33606.

The undersigned incorporator has executed these Articles of Incorporation this 29th
day of August, 1997.

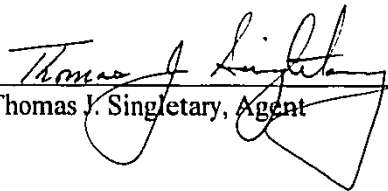

Thomas J. Singletary, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation set forth below. I am familiar with and accept the obligations of this position.

1. The name of the corporation is NATIONS HOLDINGS, INC.
2. The name and address of the registered agent is:

Thomas J. Singletary
164 Baltic Circle
Tampa, Florida 33606


Thomas J. Singletary, Agent

Date: 8-29-97

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