



THE UNITED STATES
CORPORATION
COMPANY

P97000077589

ACCOUNT NO. : 072100000032

REFERENCE : 521502 4342718

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pujols

ORDER DATE : September 8, 1997

ORDER TIME : 11:43 AM

ORDER NO. : 521502-005

CUSTOMER NO: 4342718

300002287183--1

CUSTOMER: David S. Felman, Esq
GLENN RASMUSSEN & FOGARTY

Suite 1300
100 South Ashley Drive
Tampa, FL 33602

DOMESTIC FILING

NAME: DRI SOUTH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED
97 SEP -8 PM 3:32
TALLAHASSEE, FLORIDA
STATE

RECEIVED
97 SEP -8 PM 12:14
DIVISION OF CORPORATION

SN SEP - 8 1997

GLENN RASMUSSEN & FOGARTY

ATTORNEYS AT LAW

100 South Ashley Drive, Suite 1300
P.O. Box 3333 Tampa, Florida 33601-3333
(813) 229-3333 Fax (813) 229-5946

September 5, 1997

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: DRI South, Inc.

Gentlemen:

Enclosed are the following items pertaining to the incorporation of DRI South, Inc.:

1. The original and one copy of Articles of Incorporation;
2. Acceptance of Registered Agent; and
3. A check payable to you for the following charges:

Filing fee	\$35.00
Certified copy	52.50
Filing Registered	
Agent's certificate	<u>35.00</u>

TOTAL \$122.50

Please approve and file the original Articles of Incorporation, certify the copy of them, and return the certified copy to us.

Very truly yours,

GLENN RASMUSSEN & FOGARTY, P.A.



David S. Felman

Enclosures
cc: Steven H. Day, Jr.
1945-0012C

FILED
97 SEP - 8 PM 4:00
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
DRI SOUTH, INC.**

97 SEP -8 PM 3:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of DRI South, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: DRI South, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is 7735 Holiday Drive, Sarasota, Florida 34231.

ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 1,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7735 Holiday Drive, Sarasota, Florida 34231, and the name of the corporation's initial registered agent at that address is Steven H. Day, Jr.

ARTICLE VI. INCORPORATOR

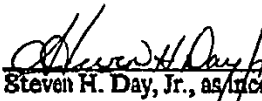
The name and street address of the incorporator are:

Steven H. Day, Jr.
7735 Holiday Drive
Sarasota, FL 34231

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of

this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: September 5, 1997


Steven H. Day, Jr., as incorporator

1945-001*O Articles

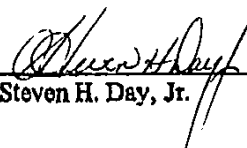
DRI SOUTH, INC.**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That DRI South, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 7735 Holiday Drive, Sarasota, Florida 34231, has named Steven H. Day, Jr. as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for DRI South, Inc., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relatives to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: September 5, 1997



Steven H. Day, Jr.

1945-001 "G" Acceptance Reg. Agent

FILED
97 SEP -8 PM 3:32
TALLAHASSEE, FLORIDA