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August 20, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

700002280767--4
-08/29/97--01027--002
*****87.50 *****87.50

To whom it may concern:

Enclosed please find a check for \$87.50 and an original and one copy of the
Articles of Incorporation for THE BAYOU COMPANIES, INC. Please return a certified copy of the
Articles to my address.

Thank you.

700002280767--4
-09/15/97--01073--017
*****192.50 *****35.00

Sincerely,

Tom H. Billiris
Tom H. Billiris

THB
Enclosures

TOM B. GAVE
AUTHORIZATION BY PHONE TO
CORRECT CORP. SUFFIX
DATE 9-15-97
DOC. EXAM QV

FILED
97 SEP 15 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. M. Deane SEP 15 1997

ARTICLES OF INCORPORATION

OF

THE BAYOU COMPANIES, INC.

The undersigned subscribers to these Articles of Incorporation competent to contract, hereby form a Corporation under Florida Statutes Chapter 607 and adopt the following as articles:

ARTICLE I

Name: The name of this Corporation is:

THE BAYOU COMPANIES, INC.

ARTICLE II

Address: The mailing address and street address of the principal office of the Corporation is:

Mailing address:
782 Chesapeake Dr.,
Tarpon Springs, Fl. 34689

Street address:
same

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

DURATION: The duration of the Corporation shall commence with the filing of Articles and continue perpetually.

ARTICLE IV

INCORPORATOR: The name and address of the person signing these Articles of Incorporation is: Alexander T. Alissandratos, 782 Chesapeake Dr., Tarpon Springs, Fl. 34689.

ARTICLE V

CAPITAL STOCK: This Corporation is authorized to issue One Thousand (1,000) shares of One-half Dollar (\$0.50) par value stock.

ARTICLE VI

PURPOSE: This Corporation may engage in any activity or business permitted under the laws of

the United States of American and of this State.

ARTICLE VII

ORGANIZATION'S POWER TO ACQUIRE ASSETS: Organization shall have the power to acquire assets and incur liabilities (real estate, buildings, equipment, and other investments) to which the majority of the shareholders shall control.

ARTICLE VIII

The name of the Corporation's initial registered agent in Florida is Alexander T. Alissandratos, 782 Chesapeake Dr., Tarpon Springs, Fl. 34689. The Registered Agent must state that he is familiar with and accepts the duties and responsibilities as Registered Agent for said Corporation.

ARTICLE IX

INITIAL BOARD OF DIRECTORS: This Corporation shall have one (1) director(s) initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director(s) is/are Alexander T. Alissandratos, 782 Chesapeake Dr., Tarpon Springs, Fl. 34689.

ARTICLE X

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.

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

PREEMPTIVE RIGHTS: The Corporation elects to have preemptive rights for the shareholders of this Corporation. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE XIII

SHAREHOLDER VOTING: Shareholder voting and the type of shares issued shall be described in more detail in the corporate bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 20th day of August, 1997.

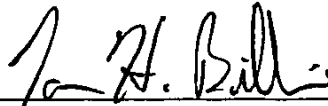


ALEXANDER T. ALISSANDRATOS
INCORPORATOR

State of Florida)
County of Pinellas)

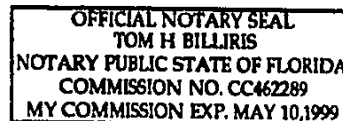
The foregoing instrument was acknowledged before me this 20TH day of August 1997, by ALEXANDER T. ALISSANDRATOS who is personally known to me or who has produced _____ as identification and who did take an oath.

Notary Public:



TOM H. BILLIRIS

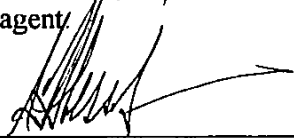
My Commission Expires:



ACCEPTANCE OF DUTIES BY REGISTERED AGENT OF
THE BAYOU COMPANIES, INC.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: 8/20/97


ALEXANDER T. ALISSANDRATOS
Registered Agent
THE BAYOU COMPANIES, INC.

FILED
97 SEP 15 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA