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97 OCT -9 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
WASHINGTON, D.C. 20535

K. Rolfe OCT - 9 1997

ARTICLES OF INCORPORATION
OF
S. DECRANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

S. DECRANCE, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be:

6550 Waterford Circle
Sarasota, Florida 34238

and, the mailing address of this Corporation shall be:

P.O. Drawer 19409
Sarasota, Florida 34276

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 6550 Waterford Circle, Sarasota, Florida 34238 and the registered agent at such office is Sharon L. Shaddix.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Sharon L. Shaddix

6550 Waterford Circle
Sarasota, Florida 34238

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

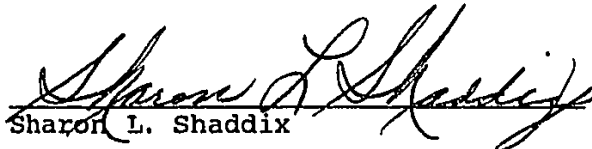
ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these
Articles of Incorporation is:

Sharon L. Shaddix

6550 Waterford Circle
Sarasota, Florida 34238

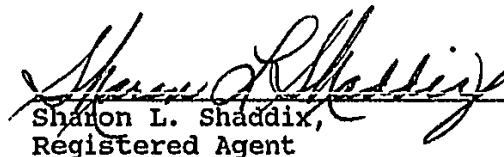
The undersigned has executed these Articles this 10 day
of October, 1997.


Sharon L. Shaddix

"INCORPORATOR"

Having been named as Registered Agent and to accept service of
process for S. DeCrance, Inc. at the place designated in the
Articles, 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.

October 10, 1997
Date


Sharon L. Shaddix,
Registered Agent