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PLEASE REPLY TO TAMPA

FILE NO. 39007.98088

EFFECTIVE DATE
11-5-97

November 6, 1997

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Skibo Technologies, Inc.

Dear Sir/Madam:

800002341978--3
-11/07/97--01103--005
*****70.00 *****70.00

Enclosed is an original and one (1) copy of the Articles of Incorporation for Skibo Technologies, Inc. and a check for \$70.00 for the filing fee.

Please return all correspondence concerning this matter to the following:

Philip M. Shasteen, Esq.
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.
100 North Tampa Street, Suite 1800
Tampa, Florida 33602

If you have any questions, please give me a call. Thank you.

Very truly yours,

Linda M. Werner

Linda M. Werner
Legal Assistant

FILED
97 NOV -7 PM 2:00
TALLAHASSEE, FLORIDA

encls

cc: Thomas E. Wallace
0018535.01

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nc 11/10/97

EFFECTIVE DATE

11-5-97

**Articles of Incorporation
of
Skibo Technologies, Inc.**

FILED

97 NOV -7 PM 2: 00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Skibo Technologies, Inc.

ARTICLE II

The existence of the Corporation shall begin on November 5, 1997.

ARTICLE III

The street address of the principal office of the Corporation is 4810 Woodmere Road, Tampa, FL 33609.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000,000, all of which shall be Common Shares, \$.01 par value per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 100 North Tampa Street, Suite 1800, Tampa, FL 33602. The initial registered agent for the Corporation at that address is Philip M. Shasteen.

ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
Thomas E. Wallace	4810 Woodmere Road Tampa, FL 33609
Jeffrey A. D'Adamo	4006 W. Barcelona St. Tampa, FL 33629

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name	Address
Philip M. Shasteen	100 N. Tampa St., Suite 1800 Tampa, FL 33602

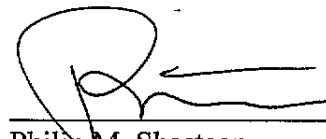
ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

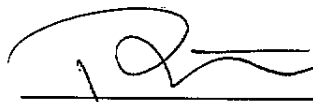
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5 day of November, 1997.



Philip M. Shasteen

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Skibo Technologies, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Philip M. Shasteen

Date: November 5, 1997

0017898.01

FILED
97 NOV -7 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA