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Carlton & Carlton, P.A.

ATTORNEYS AT LAW

CHARLES L. CARLTON
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2120 LAKELAND HILLS BOULEVARD
LAKELAND, FLORIDA 33805-2970
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November 11, 1997

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

RE: International Tree Products, Inc.
Our File No. CC-5252

Dear Sir or Madam:

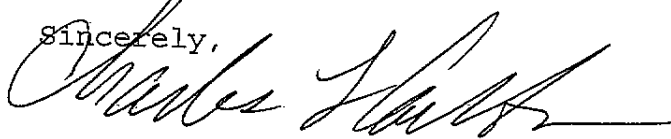
EFFECTIVE DATE

11-15-97

Enclosed are the original Articles of Incorporation for the above corporation along with the filing fee of \$122.50. Please file and return a certified copy to my office at the address listed above.

Thank you for your assistance in this matter. If you have any questions or need anything further please call.

Sincerely,



Charles L. Carlton

CLC/cfw

Enclosures
CC-5252.1

FILED
97 NOV 13 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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F. CHESNEY

NOV 17 1997

ARTICLES OF INCORPORATION
OF
INTERNATIONAL TREE PRODUCTS, INC.

ARTICLE I - NAME

EFFECTIVE DATE
11-15-97
The name of this corporation is:
International Tree Products, Inc.

FILED
97 NOV 13 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - COMMENCEMENT OF INCORPORATION

This corporation shall commence its corporate existence
on November 15, 1997.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of
transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of
\$.10 par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of
this corporation is: 2120 Lakeland Hills Boulevard, Lakeland,
Florida, 33805, and the name of the initial registered agent of
this corporation is Charles L. Carlton, 2120 Lakeland Hills
Boulevard, Lakeland, Florida 33805.

ARTICLE VII - PREEMPTIVE RIGHTS

Preemptive rights are granted to all shareholders.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the by-laws. The name and address of the initial director of this corporation is:

Bobby Cauley,
President

P. O. Box 512
Kathleen, FL 33849

Greg Durden,
Vice-President

4005 J.A. Fenton Road
Lakeland, FL 33809

Claudius R. Strickland,
Secretary/Treasurer

4005 J.A. Fenton Road
Lakeland, FL 33809

ARTICLE IX - CORPORATION'S PRINCIPAL OFFICE

The address of the principal office of this corporation shall be:

4005 J.A. Fenton Road
Lakeland, FL 33809

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of November, 1997.

Lanora C. Barnett
WITNESS Lanora C. Barnett

Bobby Cauley
BOBBY CAULEY, PRESIDENT

Charlene F. Weatherford
WITNESS Charlene F. Weatherford

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this 10th day of November, 1997, by Bobby Cauley, who is personally known to me or who has produced _____

_____ as identification.



CHARLENE F WEATHERFORD
My Commission CC332631
Expires Nov. 28, 1997
Bonded by ANB
800-852-5878

Charlene F. Weatherford
Notary Public

Charlene F. Weatherford
Notary name typed or printed

Commission No. CC332631

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Charles L. Carlton
CHARLES L. CARLTON
REGISTERED AGENT

DATE: 11/11/97

STATE OF FLORIDA

COUNTY OF POLK

FILED
97 NOV 13 AM 9:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

11th The foregoing instrument was acknowledged before me this 11th day of November, 1997, by Charles L. Carlton, who is personally known to me.



CHARLENE F WEATHERFORD
My Commission CC332631
Expires Nov. 28, 1997
Bonded by ANB
800-852-5878

Charlene F. Weatherford
Notary Public

Charlene F. Weatherford
Notary name typed or printed

Commission No. CC332631