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LAW OFFICE OF

David B. McEwen, P.A.

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November 25, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

BY AIRBORNE EXPRESS

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Re: Octagon International, Inc.

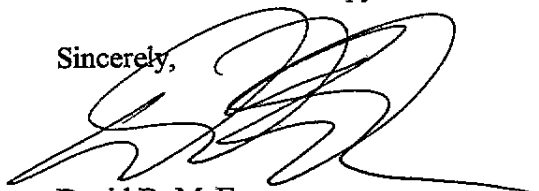
Gentlemen:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$122.50 to cover the following fees:

| | |
|----------------------|-----------------|
| Minimum Charter Tax | \$ 0.00 |
| Filing Fee | 35.00 |
| Certified Copy | 52.50 |
| Registered Agent Fee | <u>35.00</u> |
| TOTAL: | \$122.50 |

Please file the original Articles and return to me a certified copy of same. Thank you.

Sincerely,



David B. McEwen

DBM:kc
Enclosures (2)

cc: Ms. Mary Belknap
(enclosure)

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FILED
97 NOV 26 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

11-25-97

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EFFECTIVE DATE

11-25-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation of
Octagon International, Inc.,
a Florida general corporation**

ARTICLE 1. NAME. The name of this corporation is Octagon International, Inc.

ARTICLE 2. ENABLING LAW. This corporation is organized pursuant to the Florida General Corporation Act of the State of Florida, as set forth in the Florida Statutes.

ARTICLE 3. PURPOSE. The Corporation is organized in order to engage in any lawful purpose or purposes, allowed under the laws of the United States of America or the State of Florida.

ARTICLE 4. CORPORATE EXISTENCE AND TERM. This Corporation shall have a perpetual existence, commencing November 25, 1997.

ARTICLE 5. CAPITAL STOCK. The corporation is authorized to issue 7,500 shares of capital stock, all of one class, at \$1.00 par value.

ARTICLE 6. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is David B. McEwen, located at Suite 1770, 150 Second Avenue North, St. Petersburg, Florida, 33701.

ARTICLE 7. BOARD OF DIRECTORS. The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by an amendment of the Bylaws duly adopted in the manner provided by law, but that number shall never be less than one (1). Directors shall be elected annually by majority vote of the shareholders. The names and addresses of the initial directors are: Mary Belknap, 2201 - 59th Street North, St. Petersburg, FL 33710; Kenneth Moore, 2201 - 59th Street North, St. Petersburg, FL 33710; and Patrick Johns, 6407 - 61st Drive East, Palmetto, FL 34221.

ARTICLE 8. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT. The address of this Corporation's initial principal office in the State of Florida is 2201 - 59th Street North, St. Petersburg, FL 33710.

The name of this Corporation's initial registered agent is Mary Belknap, at 2201 - 59th Street North, St. Petersburg, FL 33710.


ARTICLE 9. PRINCIPAL OFFICE. The corporation's principal office and mailing address is 2201 - 59th Street North, St. Petersburg, FL 33710.

ARTICLE 10. BYLAWS. Bylaws will be hereinafter adopted by the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, in the manner

provided therein. Any amendments to the Bylaws shall be binding on all shareholders.

ARTICLE 11. AMENDMENT TO ARTICLES. The 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 12. PREEMPTIVE RIGHTS. Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares held by such shareholder at the time of the stock issue or sale bears to the total number of shares outstanding exclusive of treasury shares as nearly as may be done without the issuance of fractional shares. This preemptive right shall be deemed waived by any shareholder who fails to pay for the appropriate number of shares preempted within thirty (30) days after a written notice is received by such shareholder inviting the shareholder to exercise his preemptive rights. Such notice shall include the price, terms, and other conditions of the proposed stock issue or sale. This preemptive right may also be waived by an affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days after receipt of the above-described notice.



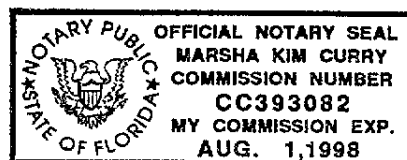
David B. McEwen, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County above, personally appeared David B. McEwen to me well known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the State and County named above this November 25, 1997.


NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

The following is submitted in compliance with Chapter 48.091 and Chapter 607.051, et seq., of the Florida Statutes:

Octagon International, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at the City of St. Petersburg, County of Pinellas, State of Florida, has named Mary Belknap, located at 2201 - 59th Street North, St. Petersburg, FL 33710 as its agent to accept service of process within this state.

ACCEPTANCE:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept the appointment to act in this capacity and agree to comply with Florida law relative to keeping said office open.


Mary Belknap, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
11-25-97