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DAVID M. LANDIS
JON E. KANE
DAVID F. TEGELER

December 4, 1997

Secretary of State
State of Florida
Division of Corporations
407 East Gaines Street
Tallahassee, Florida 32399

900002365119--4
-12/08/97--01025--021
****122.50 ****122.50

Re: Topiary Systems, Inc.

Dear Sir/Madame:

Enclosed herewith please find original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50, representing the following:

1.	Filing Fee	\$ 35.00
2.	Designation of Registered Agent	35.00
3.	Certified Copy of Articles	<u>52.50</u>
		\$122.50

Please return the certified copy to my attention.

Sincerely,


David M. Landis

DML:jr
Enclosure

Dmc
12-10-97

FILED
97 DEC -8 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TOPIARY SYSTEMS, INC.

FILED

97 DEC -8 AM 9:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is TOPIARY SYSTEMS, INC.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 7,500 shares of common stock. Each of such shares shall have a par value of \$1.00 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 680 Marshall Lake Road, Apopka, Florida 32703. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 East Robinson Street, Orlando, Florida, and the name of the Corporation's initial registered agent to receive service of process is David M. Landis, Esquire, Suite 600, Two Landmark Center, 225 East Robinson Street, Orlando, Florida 32801.

ARTICLE V

The number of Directors constituting the initial Board of Directors is 1. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name and address of the Director are:

Name

Address

Peter C. Knudtson

680 Marshall Lake Road
Apopka, Florida 32703

ARTICLE VI

The name and address of the subscriber is Peter C. Knudtson, 680 Marshall Lake Road, Apopka, Florida 32703.

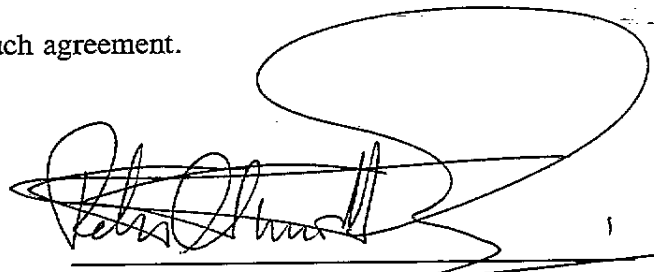
ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

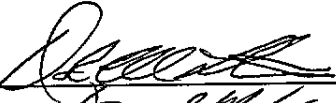
DATED: December 3, 1997.



PETER C. KNUDTZON

STATE OF FLORIDA
COUNTY OF ORANGE

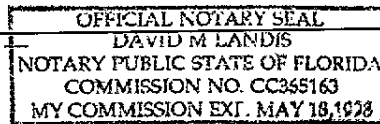
The foregoing instrument was acknowledged before me on December 3, 1997 by Peter C. Knudtzon as Subscriber of Topiary Systems, Inc. on behalf of the corporation. He is personally known to me or ~~has produced~~
~~(type of identification) as identification and did (did not) take an oath.~~


Name: David M Landis
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires:



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

FILED
97 DEC -8 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Topiary Systems, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 680 Marshall Lake Road, Apopka, Florida 32703, has named David M. Landis, Esquire, Mateer & Harbert, P.A., Suite 600, Two Landmark Center, 225 East Robinson Street, P. O. Box 2854, Orlando, Florida 32802-2854, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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 agree to comply with the provisions of said Act relative to keeping open said office.



DAVID M. LANDIS
(Registered Agent)