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Thomas Seville Rice  
Attorney-at-Law  
2913 Condel Drive  
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(407) 898-7324

December 4, 1997

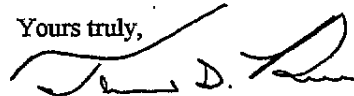
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-12/24/97--01060--011  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Please find enclosed two originals of the Articles of Incorporation for ICETO, INC. and a check signed by the Registered Agent for fees in the amount of \$122.50. Please stamp with the date of filing and return one copy and provide a Certificate of Incorporation. Return all documents to the Registered Agent at his address in the Articles.

Yours truly,



Thomas S. Rice

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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RP  
12-26-97

ARTICLES OF INCORPORATION  
OF  
ICETO, INC.

By the Articles of Incorporation, the incorporator forms a corporation for profit under Florida law.

ARTICLE I NAME

The name of this corporation is ICETO, INC.

ARTICLE II TERM

This corporation shall exist perpetually.

ARTICLE III PURPOSE

The purpose of this corporation is to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock of a par value of \$1.00 a share.

ARTICLE V REGISTERED AGENT

The registered agent for this corporation is JONATHAN LEE TOOTHMAN, 2609 South Orange Avenue, Orlando, Orange County, Florida 32806. The principal mailing address of this corporation is 2609 South Orange Avenue, Orlando, Orange County, Florida 32806. The location at which business is conducted and the registered agent may be found is the corporation's principal place of business located at 2609 South Orange Avenue, Orlando, Orange County, Florida 32806.

ARTICLE VI DIRECTORS

This corporation shall have one director initially. The number shall be fixed by the bylaws and may be changed from time to

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time.

#### ARTICLE VII BOARD OF DIRECTORS

The name and address of each member of the first board of directors is: JONATHAN LEE TOOTHMAN, 4503 South Hampton Drive, Orlando, Orange County, Florida 32812.

#### ARTICLE VIII INCORPORATOR

The name and address of the incorporator is Thomas S. Rice, 2913 Condel Drive, Orlando, Orange County, Florida 32812.

#### ARTICLE IX BYLAWS

After the adoption of the initial bylaws by the directors, the bylaws may be adopted, amended or repealed by the stockholders of this corporation. The board of directors may adopt bylaws, subject to the shareholders' approval at their next ensuing meeting. But the bylaws adopted by the board of directors shall not conflict with those adopted by the stockholders.

#### ARTICLE X STOCK RESTRICTIONS


By agreement stockholders of this corporation may restrict or limit the sale or transfer, or both, of the stock of this corporation, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The bylaws shall provide for transfer on the corporate books in conformity with any agreement.

#### ARTICLE XI REPLACING STOCK CERTIFICATES

The board of directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed stock certificates.

ARTICLE XII AMENDMENT

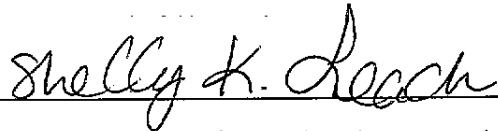
These articles of incorporation may be amended in any manner provided by law.

  
Thomas S. Rice, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me personally appeared Thomas S. Rice, who, being duly cautioned and sworn and personally known to me for nine years, executed these Articles of Incorporation for the purpose herein expressed.

The foregoing was acknowledged before me on this 4th day of December, 1997.

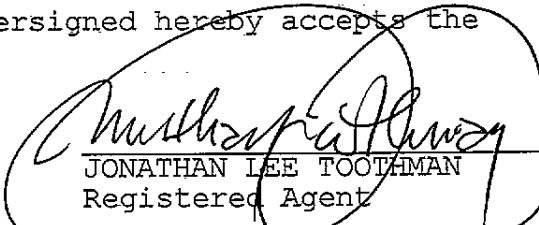
  
Notary Public/Commission Expires: 9/17/99



SHELLY K. LEACH  
My Commission CC495977  
Expires Sep. 17, 1999

CONSENT FOR REGISTERED AGENT

Having been named as registered agent for CONWAY AUTO INSURANCE, INC. at the registered office designated in the foregoing articles, the undersigned hereby accepts the designation.

  
JONATHAN LEE TOOTHMAN  
Registered Agent

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