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GREENFELDER, MANDER, HANSON, MURPHY & DWYER

ATTORNEYS AT LAW

14217 THIRD STREET

DADE CITY, FLORIDA 33523

GLEN E. GREENFELDER
A. R. "CHIP" MANDER, III
T. PHILIP HANSON, JR.
DAVID J. MURPHY
DANIEL L. DWYER

352-567-0411

FAX: 352-567-7758

BROOKSVILLE 352-796-7900

January 9, 1998

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-01/12/98--01120--002
****122.50 ****122.50

Re: MARVELS, Inc.

Dear Sir/Madam:

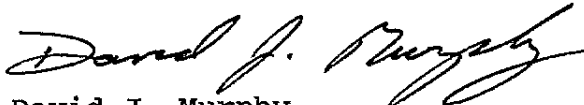
Enclosed is an original and one copy of Articles of Incorporation for the above named corporation. Please file the original, certify and return the copy to our office.

Also enclosed is our check in the amount of \$122.50 for your fees for filing the Articles of Incorporation, Registered Agent Certificate, and for certifying the copy.

If you have any questions, please do not hesitate to contact me.

Sincerely,

GREENFELDER, MANDER, HANSON,
MURPHY & DWYER


David J. Murphy

DJM/mdw
Enclosures
cc: Mr. Vince Aumann

P. CHESSEY JAN 14 1998

FILED
98 JAN 12 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MARVELS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is MARVELS, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business and engaging in any activities or business for which corporations may be incorporated under Chapter 607, Florida Statutes as now exist or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock which shall be designated as "common shares."

ARTICLE V - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of the corporation is:

Principal Office

MARVELS, Inc.
5335 Village Market
Wesley Chapel, FL 33543

Mailing Address

MARVELS, Inc.
5335 Village Market
Wesley Chapel, FL 33543

The name and address of the initial Registered Agent of the corporation is:

David J. Murphy, Esquire
14217 Third Street
Dade City, Florida 33523

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as authorized by the Bylaws; however, there shall never be less than one (1) director.

The name and address of the initial Board of Directors is as follows:

Vincent A. Aumann
5335 Village Market
Wesley Chapel, FL 33543

ARTICLE VII - INCORPORATION

The name and address of the incorporator signing these articles is:

Vincent A. Aumann
5335 Village Market
Wesley Chapel, FL 33543

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto by a majority vote of the shareholders, if shares have been issued; and if not, then by a majority of the directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on the 23rd day of December, 1997.

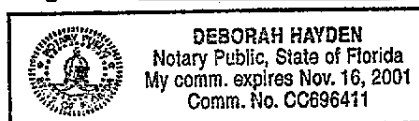

VINCENT A. AUMANN

STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared VINCENT A. AUMANN, known by me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation and who furnished as proof of identification: Florida Drivers License.

IN WITNESS WHEREOF I have set my hand and seal in the state and county above this 23rd day of December, 1997.



Commission:

Printed name: Deborah Hayden
Notary Public

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That MARVELS, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5335 Village Market, Wesley Chapel, Florida 33543, has named David J. Murphy, Esquire, whose address is 14217 Third Street, Dade City, Florida 33523, as its agent to accept service of process within Florida.

DATED:

December 23, 1997

SIGNED:


VINCENT A. AUMANN

ACCEPTANCE

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

DATED:

January 5, 1998


DAVID J. MURPHY
Registered Agent

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98 JAN 12 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA