P970000H782



ACCOUNT NO. : 072100000032

REFERENCE: 670200 81505A

AUTHORIZATION:

COST LIMIT : \$ 78.75

ORDER DATE : January 15, 1998

ORDER TIME : 11:26 AM

ORDER NO. : 670200-005

CUSTOMER NO: 81505A

CUSTOMER: Sam Reiber, Esq

LINSKY & REIBER

Suite 200

601 East Twigg Street

Tampa, FL 33602

DOMESTIC FILING

NAME: INTRAFIMA HOLDINGS, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY

X PLAIN STAMPED COPY

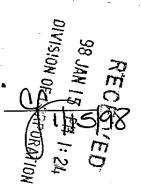
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

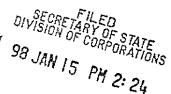
EXAMINER'S INITIALS:

DIVISION OF CORPORATION

98 JAN 15 PH 2: 2L



ARTICLES OF INCORPORATION



of

INTRAFIMA HOLDINGS, INC.

The undersigned, for the purpose of forming a corporation under the provisions of the statutes of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is:

INTRAFIMA HOLDINGS, INC.

The principal address of the corporation shall be:

601 East Twiggs Street, Suite 200

Tampa, Florida 33602

ARTICLE II

DURATION

This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized to:

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1000 shares of stock having a par value of \$1.00 per share. All shares of stock shall be designated as common shares. The stock may be issued in fractioned shares and may be in whole or in part canceled and reissued at any time in compliance with the By-laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE V

DIVIDENDS

The holders of common stock of the corporation shall be entitled to receive dividends from time to time when and as declared by the Board of Directors either from the corporation's net earnings or from the surplus of the corporation's assets over liabilities, including capital of the corporation, but not otherwise. Dividends may be payable either in cash, property, or shares of the common stock of the corporation.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 601 East Twiggs Street, Tampa, Florida, and the name of the initial registered agent of this corporation at that address is Sam I. Reiber.

ARTICLE VII

DIRECTORS

The Board of Directors of the corporation shall consist of 3 members.

ARTICLE VIII

INCORPORATORS

The name and post office address of the incorporator of the Articles of Incorporation is:

Sam I. Reiber, Esq., 601 E. Twiggs Street Suite 200 Tampa, Florida 33602

ARTICLE IX

AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereof, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes herein stated this // day of
STATE OF FLORIDA COUNTY OF HILLSBOROUGH
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take
acknowledgments, personally appeared, SAM I. REIBER, as incorporator and who executed the foregoing
Articles of Incorporation thisday of January, 1998.
WITNESS MY HAND and official seal at Tampa, Hillsborough County, Florida this // day of
January, 1998.
Notary Public, State of Florida My Commission Expires: Print name: Personally Known Produced Identification Type of Identification

<u>and the state of </u>



CERTIFICATE DESIGNATING REGISTERED OFFICE 98 JAN 15 PM 2: 24

PROCESS MAY BE SERVED

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

That INTRAFIMA HOLDINGS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Tampa, the County of Hillsborough, State of Florida, has named Sam I. Reiber as its agent to accept service of process within the state.

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

REGISTERED OFFICE ADDRESS: 601 East Twiggs Street, Tampa, Florida

Sam I. Reiber Registered Agent