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ICARDI & ICARDI, P.A.

Attorneys at Law
237 Lookout Place, Suite 100
Maitland, Florida 32751

Aldo Icardi
Jeffrey A. Icardi

Post Office Box 1656
Maitland, FL 32794-1656
Telephone: (407) 647-1859
Fax: (407) 647-3224

January 20, 1998

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: ILD, INC.

Dear Sir/Madam:

Enclosed are an original plus one copy of Articles of Incorporation for ILD, Inc. and a check in the sum of \$122.50 for the filing fee.

Also enclosed is a stamped, self-addressed envelope for return of the certified copy. Thank you.

Very truly yours,


Gloria L. Latoski
Legal Assistant

/gl
Enclosures

FILED
98 JAN 26 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-27-98

ARTICLES OF INCORPORATION
OF
ILD, INC.

FILED
98 JAN 26 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is ILD, INC. and the principal address for the corporation is 235 S. Maitland, Avenue, Suite 114, Maitland, Florida 32751.

ARTICLE II. DURATION

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III. PURPOSE

The corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue:

7,500 shares of common stock at par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 237 Lookout Place,
Suite 100, Maitland, Florida 32751 and the name of the initial registered agent for the
corporation at the address is Jeffrey A. Icardi.....

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have 1 director(s) initially, who shall manage the corporation until
such time as shares of stock in the corporation are duly issued. The name and address of the
initial director of the corporation is:

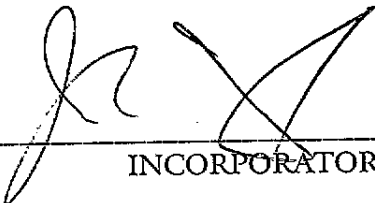
Robert E. Isola
235 S. Maitland Avenue
Maitland, Florida 32751

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles is:

Jeffrey A. Icardi
237 Lookout Place, Suite 100
Maitland, Florida 32751

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 20th day of January, 1998.

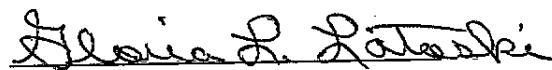


INCORPORATOR

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County stated above, personally appeared Jeffrey A. Icardi, who is personally known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 20th day of January, 1998


NOTARY PUBLIC
My Commission Expires:



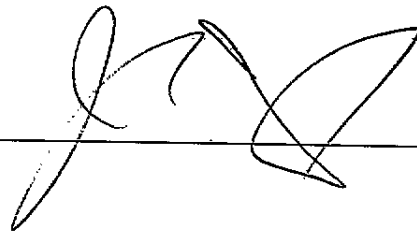
GLORIA L. LATOSKI
My Commission CC435952
Expires Mar 02, 1999
Bonded by HAI
800-422-1886

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

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

First, that ILD, 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 Maitland, County of Orange, State of Florida, has named Jeffrey A. Icardi, located at 237 Lookout Place, Suite 100, City of Maitland, County of Orange, State of Florida, as its agent to accept service of process within this state.

BY: _____



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA