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January 29, 1998

Mr. D. W. McKinnon, Director
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314-6327

RE: FENTREE DESIGN GROUP, INC.

Dear Mr. McKinnon:

Enclosed please find for filing the below listed documents for the referenced corporation, along with the following fees:

ARTICLES OF INCORPORATION (with copy)
RESIDENT AGENT/OFFICE (with copy)

Filing Fee:	\$ 35.00
Certified Copy:	52.50
Resident Agent:	35.00

TOTAL:	\$ 122.50

If you have any questions, please feel free to contact me.

Yours very truly,

JAMES M. KOSMAS, P.A.

BY: James M. Kosmas

JMK/caw
Enclosures

FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Carole - GAVE
AUTHORIZATION BY PHONE TO
CORRECT R/A -
DATE 2-10-98
DOC. EXAM. JKM

**ARTICLES OF INCORPORATION
OF
FENTREE DESIGN GROUP, INC.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, hereby adopts the following Articles of Incorporation:

ARTICLE 1 - NAME AND ADDRESS

The name and address of this corporation is FENTREE DESIGN GROUP, INC., located at 5839 John Anderson Hwy, Flagler Beach, Florida 32136.

ARTICLE 2 - DURATION

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

ARTICLE 3 - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated "Common Stock".

ARTICLE 5 - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 6 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 111 Live Oak Street, New Smyrna Beach, Florida 32168 and the name of the initial registered agent of this corporation at that address is JAMES M. KOSMAS

ARTICLE 7 - INITIAL BOARD OF DIRECTORS

This corporation shall have one (01) Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time as set forth in the By-Laws. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
TIMOTHY A. FENNELL	5839 John Anderson Hwy. Flagler Beach, Fl. 32136

ARTICLE 8 - INCORPORATORS

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

NAME	ADDRESS
TIMOTHY A. FENNELL	5839 John Anderson Hwy. Flagler Beach, Fl. 32136

ARTICLE 9 - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent provided by law.

ARTICLE 10 - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of February, 1998.

BY: Timothy A. Fennell
Timothy A. Fennell

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 3rd day of FEB, 1998, by TIMOTHY A. FENNELL who is personally known to me or who has produced a Florida Driver's license as identification and who did not take an oath.

Carolyn A. Wainio
Signature

Notary Name: Carolyn A. Wainio
Title/Rank: Notary Public, State of Florida
Serial #: CC 636682

My commission expires: July 25, 2001



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

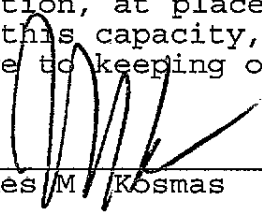
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First - Fentree Design Group, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Flagler Beach, County of Flagler, State of Florida, has named JAMES M. KOSMAS located at 111 Live Oak Street, New Smyrna Beach, County of Volusia, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: MUST BE SIGNED BY DESIGNATED AGENT

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

BY:


James M. Kosmas

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