0001365

THE UNITED STATES **CORPORATION**

ACCOUNT NO. : 07210000032

REFERENCE: 697899 7144655

COST LIMIT : \$ 70.00

ORDER DATE: February 6, 1998

ORDER TIME : 11:26 AM

ORDER NO. : 697899-005

CUSTOMER NO: 7144655

CUSTOMER: Mr. Douglas R. Watkins

MR. DOUGLAS R. WATKINS

275-4 114th Avenue North

St. Petersburg, FL 33716

DOMESTIC FILING

NAME:

THE ACORN GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

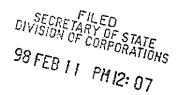
__ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

600002427436--1



ARTICLES OF INCORPORATION

OF

THE ACORN GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE ACORN GROUP, INC.

The address of the principal office of this corporation shall be 275-4 114th Avenue North, St. Petersburg, Florida 33716, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 275-4 114th Avenue North, St. Petersburg, Florida 33716, and the name of the initial registered agent of the corporation at that address is Douglas R. Watkins.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Douglas R. Watkins 275-4 114th Avenue North
Dir. St. Petersburg, Florida 33716

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

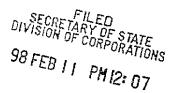
Corporate Agents, Inc. 1201 Hays Street Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on February 9, 1998.

Incorporator

Its Agent, Karen B. Rozar

LH/DEBORAH SCHRODER



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

Douglas R. Watkins, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

THE ACORN GROUP, INC.

Douglas R. Watkins is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Typed Name: Douglas R. Watkins

2/6/98