

TRANSMITTAL LETTER

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

98 FEB 18 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100002425011--9
-02/09/98--01052--003
****131.25 ****131.25

SUBJECT:

TRS Acquisition Corp.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

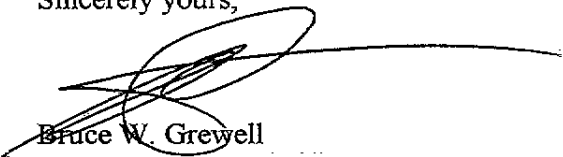
\$131.25

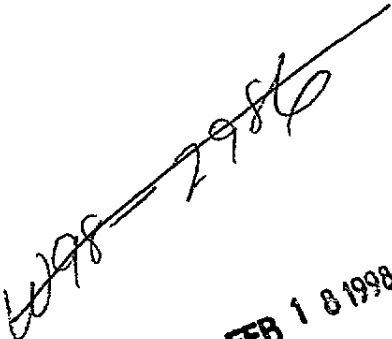
Filing Fee, Certified Copy & Certificate

FROM:

Bruce W. Grewell
200 Executive Way
Ponte Vedra Beach, FL 32082

904) 273-3199
Sincerely yours,


Bruce W. Grewell


P. Hall
FEB 18 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 10, 1998

BRUCE W. GREWELL
200 EXECUTIVE WAY
PONTE VEDRA BEACH, FL 32082

SUBJECT: TRS ACQUISITION CORP.
Ref. Number: W98000002986

We have received your document for TRS ACQUISITION CORP. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 098A00007624

Call Graham
Julia

BRUCE W. GREWELL
200 EXECUTIVE WAY
PONTE VEDRA BEACH, FL 32082
904-285-5216 (VOICE) 904-285-1002 (FAX)

February 17, 1998

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

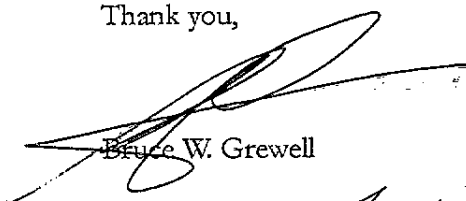
Attention: Pam Hall

Dear Ms. Hall:

Enclosed is the original and copy of the corrected charter for TRS Acquisition Corp. with the necessary language for the acceptance of resident agent status.

At the same time as the TRS Acquisition Corp. was filed, we also filed a charter for FAMJULES, Inc. which was rejected for the same reason as TRS's was (I have included a copy of that rejection letter) Please withdraw the charter for FAMJULES, Inc. which was filed at the same time as TRS Acquisition Corp. and refund what is possible of its filing fee, since we will not be activating that corporation.

Thank you,



Bruce W. Grewell

*P.S. Thanks for calling when you receive this.
My office number is 904-273-3166 or 904-285-0014.*

ARTICLES OF INCORPORATION

FILED
98 FEB 18 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I-NAME:

The name of the corporation shall be:

TRS Acquisition Corp.

ARTICLE II-PRINCIPAL OFFICE:

The principal place of business and mailing address of this corporation shall be:

200 EXECUTIVE WAY
PONTE VEDRA BEACH, FLORIDA 32082

ARTICLE III- SHARES:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000

ARTICLE IV-INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is:

Bruce W. Grewell
200 Executive Way
Ponte Vedra Beach, FL 32082

ARTICLE V-INCORPORATOR(S):

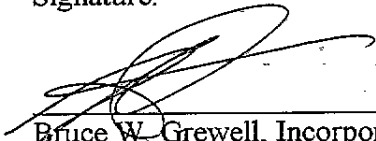
The name and street address of the incorporator to these Articles of Incorporation Are:

Bruce W. Grewell
200 Executive Way
Ponte Vedra Beach, FL 32082

The undersigned Registered Agent hereby affirms that I am familiar with and accept the duties and responsibilities as Registered Agent.

The undersigned incorporator and Registered Agent has executed these Articles of Incorporation the 17th day of February, 1998.

Signature: --



Bruce W. Grewell, Incorporator & Registered Agent

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98 FEB 18 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA