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March 10, 1998

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Florida Department of State
Division of Corporations
Qualification/Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation of Tartus Group International, Inc.
Our File No. 2413-1

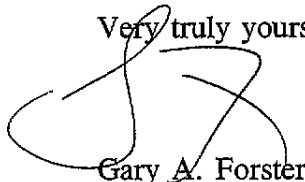
Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Incorporation of Tartus Group International, Inc. (the "Corporation"), together with a check in the amount of \$122.50 payable to the Florida Department of State to cover filing fees, the designation of the Corporation's registered agent, and a certified copy of the Corporation's Articles of Incorporation.

Please file the enclosed Articles, and return to me a certified copy thereof. If you have any questions, please contact me at the above address or phone number.

Thank you for your attention to this matter.

Very truly yours,


Gary A. Forster

GAF/mrw
Enclosures

FILED
98 MAR 13 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/16/98. Yem

**ARTICLES OF INCORPORATION
OF
TARTUS GROUP INTERNATIONAL, INC.**

THE UNDERSIGNED, acting as sole incorporator of TARTUS GROUP INTERNATIONAL, INC., under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is Tartus Group International, Inc.

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, one cent (\$.01) par value per share.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 525 Park Avenue North, Suite 221, Winter Park, FL 32789. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is 525 Park Avenue North, Suite 221, Winter Park, FL 32789.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 525 Park Avenue North, Suite 221, Winter Park, FL 32789, and the initial Registered Agent at such address is Shar F. Aboudraah.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is two (2). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

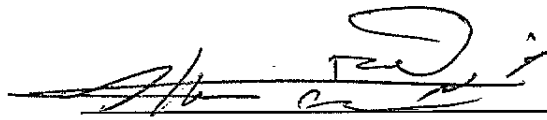
Shar F. Aboudraah	105 North Spring Trail Altamonte Springs, FL 32714
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Emily Burns McLemore	1754 Carillon Park Drive Oviedo, FL 32765
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ARTICLE VII
INCORPORATOR

The name and address of the sole incorporator of the corporation is Mr. Shar F. Aboudraah, 105 North Spring Trail, Altamonte Springs, FL 32714.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 9 day of MARCH, 1998.

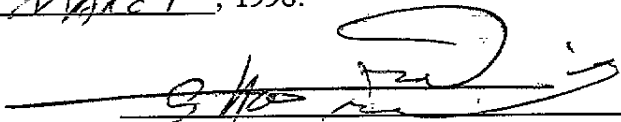


Shar F. Aboudraah, Incorporator

ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 8 day of MARCH, 1998.


Shar F. Aboudraah, Registered Agent

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98 MAR 13 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA