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Reply to: Palm Harbor

March 30, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-04/02/98--01021--011
****122.50 ****122.50

Re: Articles of Incorporation of Sponge International, Inc.

Dear Secretary of State:

Enclosed for filing with the Division of Corporations, please find the following:

1. Original and one copy of the Articles of Incorporation for Sponge International, Inc.; and
2. Check in the amount of \$122.50 to cover the cost of such filing.

Please send a conformed copy of the Articles to my office once they have been filed. If you should have any questions, please do not hesitate to contact me.

Very truly yours,

HERDMAN & SAKELLARIDES, P.A.


John M. Sakellarides

JMS/lsg
Enclosures

Dmc
4/3/98

FILED
98 APR -2 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SPONGE INTERNATIONAL, INC.

FILED
98 APR -2 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be SPONGE INTERNATIONAL, INC., and its principal address is 2595 Tampa Road, Suite J, Palm Harbor, Florida 34684

ARTICLE II

This corporation shall have perpetual existence which shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III

The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes. The corporation shall also have all other powers provided in the statutes of the State of Florida.

ARTICLE IV

The corporation is authorized to issue 100 shares of common stock at a par value of \$1.00 per share.

ARTICLE V

The amount of capital with which this corporation shall begin business shall be not less than \$100.00.

ARTICLE VI

The initial registered agent for this corporation is **JOHN M. SAKELLARIDES**, and the initial registered office is located at 2595 Tampa Road, Suite J, Palm Harbor, Florida 34684.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be two (2). The number of Directors may be either increased or decreased from time to time as provided for in the By-Laws.

ARTICLE VIII

The name and street address of each member of the initial Board of Directors is:

JOHN M. SAKELLARIDES
2595 Tampa Road, Suite J
Palm Harbor, Florida 34684

MARK S. HERDMAN
2595 Tampa Road, Suite J
Palm Harbor, Florida 34684

They shall hold office until the first annual meeting of stockholders.

ARTICLE IX

The name and address of the initial officer(s) of the corporation is as follows:

JOHN M. SAKELLARIDES
2595 Tampa Road, Suite J
Palm Harbor, Florida 34684

President/Treasurer/
Secretary

MARK S. HERDMAN
2595 Tampa Road, Suite J
Palm Harbor, Florida 34684

Vice President

ARTICLE X

Subject to the provisions of the Florida Statutes, stockholders' meetings may be held at any place designated by the Directors.

ARTICLE XI

The following additional provisions are inserted for the conduct of the affairs of the corporation:

(a) The corporation may incur any indebtedness in any amount which is in the best interest of the corporation.

(b) The Board of Directors of the corporation is hereby authorized and empowered, from time to time, at its discretion, to:

- (i) Make and amend By-Laws of the corporation;
- (ii) establish such reserves as the Board may deem necessary and in the best interests of the corporation and to set such funds aside for the purpose of the reserve.

The undersigned, constituting all of the original subscribers for the shares of stock of this corporation, and for the purpose of forming a corporation for profit, pursuant to Chapter 607, Florida Statutes, do hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true, and each does agree to take the shares of stock hereinabove authorized in the following amounts:

JOHN M. SAKELLARIDES 50 shares

MARK S. HERDMAN 50 shares

The undersigned original subscriber(s) have executed these Articles of Incorporation for the purposes herein expressed.


JOHN M. SAKELLARIDES

STATE OF FLORIDA)
)ss.
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared, JOHN M. SAKELLARIDES, one of the officers and subscribers of SPONGE INTERNATIONAL, INC., and he acknowledged that he signed the foregoing Articles of Incorporation for the purposes expressed therein.


NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:

To me personally known: X

Identification shown: _____

 LAURIE STAPLER-GEORGE
COMMISSION #CC650510
EXPIRES MAY 26, 2001

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for SPONGE INTERNATIONAL, INC.,
at the office designated in the foregoing Articles of Incorporation, the undersigned hereby
accepts the designation.


JOHN M. SAKELLARIDES

STATE OF FLORIDA)
)ss.
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared, JOHN M.
SAKELLARIDES, who, upon being first duly sworn, acknowledged that the foregoing
Consent of Registered Agent, by him signed and sealed, in his free act and deed, this _
30th day of March, 1998.


NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:

To me personally known: X

Identification shown: _____

