ROBERT J. BERTRAND ATTORNEY AT LAW ROBE J. BERTRANO
ROB AT M. BRUSH
HAME B. CAMPBELL
MARK G. CAPRON
CHRISTINE C. DALY
CHRISTOPHER M. FEAR
MITCHELL D. FRANKS
STEPHEN B. FRENCH
DAVID D. HALLOCK, JR.
JACK P. JAMES, III
PATRICK J. MURPHY

E, ALEXANDER PLUOL
GARY S, RABIN
EDWIN A, SCALES, III
KINGSWOOD SPROTT, JR
ROBERT G, STOKES
JANET M, STUART
JONATHAN B, TROHK
ROBERT L, TROHN
JOHK K, VARELAND
LOUISE D, WILLINSON

A. H. LANE (RETIRED)

April 9, 1998

VIA FEDERAL EXPRESS

Florida Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

300002484893--6 -04/10/98--01052--007 *****122.50 *****122.50

Re:

Everything Grounded, Inc.

Gentlemen:

Enclosed please find the original and a duplicate of Articles of Incorporation for a new Florida corporation to be known as Everything Grounded, Inc. We were advised by Carol of your office that the name Everything Grounded, Inc., appeared to be available for a new Florida corporation. After examination, please file the original of the Articles and return the duplicate to the undersigned duly certified to show the date of filing.

Please note that corporate existence is to commence as of the date of the execution and acknowledgment of the Articles.

Next, enclosed please find our firm check in the amount of \$122.50 to cover the filing fee of \$35.00, the fee for the certified copy of \$52.50 and the registered agent fee of \$35.00.

If there are any questions concerning the Articles, I would certainly appreciate your telephoning me collect at (941) 284-2200. Also, please advise me as soon as the Articles have been filed by telephoning me collect at the same number.

Thanking you for your usual cooperation, am

Robert J. Bertrand

RJB/mcd Enclosures

xc: Everything Grounded, Inc.

LANE, TROHN, BERTRAND & VREELAND, P.A.

ARTICLES OF INCORPORATION

OF

EVERYTHING GROUNDED, INC.

EFFECTIVE DATE

ARTICLE I - NAME

The name of this corporation is EVERYTHING GROUNDED, INC. .

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 1038 South Dakota Avenue, Lakeland, Florida 33803, and the mailing address of this corporation is 1038 South Dakota Avenue, Lakeland, Florida 33803.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1038 South Dakota Avenue, Lakeland, Florida 33803 and the name of the initial registered



agent of this corporation at that office is Andrew S. Elliott.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

Andrew S. Elliott 1038 South Dakota Avenue Lakeland, Florida 33803

Jennifer L. Elliott 1038 South Dakota Avenue Lakeland, Florida 33803

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

Robert J. Bertrand
Post Office Box 3
Lakeland, Florida 33802-0003

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ________, 1998.

DBERT(J. BERTRAND

STATE OF FLORIDA COUNTY OF POLK

	The foregoing instrument was	acknowledged before me this	day	of
, 1998, by Robert J. Bertrand. Such person did not take an oath				
and:	(notary public must check applicable box)			
X	is/are personally known to me.		APR 10	
	produced a current Florida driver's license as identification.			
	produced	as identifig	m con	
APF	H. MARGARET DASINGER AI ONOTATE Rublic, State of Florida My comm. expressaling 26, 1998 Comm. No. CC362265	Signature of Notary Public H. MARGARET DASIN Name of Notary Public (Typed, Printed or Stamped) Commission Number (if not legible on seal): My Commission Expires (if not legible on seal):		<u></u>

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:

ANDREW S. ELLIOTT

DATE: 4/9/98