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April 22, 1998

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

300002500603--9
-04/27/98--01001--011
***122.50 ***122.50

Re: Articles of Incorporation of Codisco International, Inc.

Dear Sir:

Enclosed herewith are the original Articles of Incorporation of Codisco International, Inc. for filing. Also enclosed is this firm's check in the amount of \$122.50 representing:

Filing Fee -- \$35.00
Registered Agent Fee -- \$35.00
Certified Copy Fee -- \$52.50 (copy is enclosed).

Also enclosed is a return Federal Express envelope for your convenience in returning the certified copy to me.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,



DAVID C. WILLIS

DCW:slm
Enclosures
cc: Mr. Donald C. Bauerle, Jr.

98 APR 24 AM 9:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK 4/24/98

ARTICLES OF INCORPORATION
OF
CODISCO INTERNATIONAL, INC.

FILED
98 APR 24 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is Codisco International, Inc..

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 shares of common stock. Each of such shares shall have a par value of \$.01 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 488 West Highbanks Road, DeBary, Florida 32713. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 East Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is Lawrence J. Phalin.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name(s) and address(es) of the Sole Director:

<u>Name</u>	<u>Address</u>
Donald C. Bauerle, Jr.	488 West Highbanks Road DeBary, Florida 32713

ARTICLE VI

The name and address of the incorporator is David C. Willis, 225 East Robinson Street, Suite 600, Orlando, Florida 32801.

ARTICLE VII

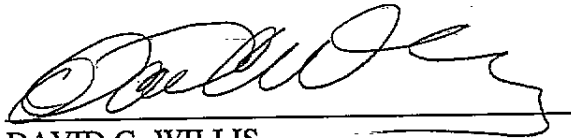
It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of

certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

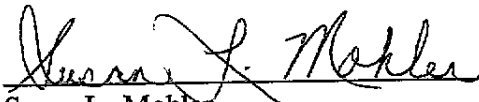
DATED: April 22, 1998.



DAVID C. WILLIS

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on April 22, 1998, by DAVID C. WILLIS, as incorporator of Codisco International, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.



Susan L. Mohler
Notary Public - State of Florida
My Commission Expires:

(AFFIX NOTARY SEAL)



SUSAN L. MOHLER
My Commission CC569252
Expires Aug. 23, 2000

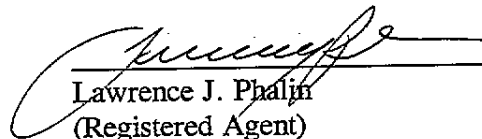
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Codisco International, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 488 West Highbanks Road, DeBary, Florida 32713, Volusia County, State of Florida, has named Lawrence J. Phalin as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Lawrence J. Phalin
(Registered Agent)

FILED
98 APR 24 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA