

1901 Helms Avenue
Leesburg, FL. 34748
(352) 728-5051

April 17, 1998

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

500002493195--3
-04/20/98-01033-005
*****75.00 *****75.00

To Whom It May Concern:

I am enclosing a money order in the amount of \$75.00 for the filing of my attached corporation papers.

Thanks in advance for your prompt attention to this matter.

FILED
98 MAY -5 AM 11: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

Robin Jarrett
Ms. Robin Jarrett

Robin Jarrett
AUTHORIZATION BY PHONE TO
CORRECT *Archie H. - principal address*
DATE *5/2/98*
DOC. EXAM *AK*
498-8928

P. Hall
MAY - 6 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1998

MS. ROBIN JARRETT
1901 HELMS AVE
LEESBURG, FL 34748

SUBJECT: DEVIN, INC.
Ref. Number: W98000008928

We have received your document for DEVIN, INC. and check(s) totaling \$75.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

A corporation may not act as its own incorporator. Please designate an individual, another active domestic or foreign corporation, with a street address.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

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: 098A00021526

**CERTIFICATE OF INCORPORATION
OF
GERMONE, INC.
A CLOSE CORPORATION**

FILED
98 MAY -5 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is Germone Inc.

SECOND: Its registered office in the State of Florida at 1901 Helms Avenue Leesburg, Fl. 34748 County of Lake. The registered agent in charge thereof is Erma J. Dorsey address "same as above". The principal address is the same.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

FOURTH: The amount of total authorized capital stock of the corporation is divided into:
1000 shares of no par value.

FIFTH: The name and mailing address of the incorporator is: Robin Jarrett, 704 Plumosa Avenue, Fruitland Park, Florida 34731

SIXTH: The powers of the incorporator are to terminate upon filing of the Certificate of Incorporation, and the name(s) and mailing address(es) of the persons who are to serve as director(s) until the first annual meeting of stockholders or until their successors are elected are as follows:

Robin Jarrett, PRESIDENT, 704 Plumosa Avenue, Fruitland Park, Fl. 34731
Coresta Jarrett, SECRETARY, 704 Plumosa Avenue, Fruitland Park, Fl. 34731
Jammie Jarrett, TREASURER, 704 Plumosa Avenue, Fruitland Park, Fl. 34731

SEVENTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

EIGHTH: All of the issued stock of all classes shall be subject to the following restriction on transfer permitted by Section 202 of the General Corporation Law.

Each stockholder shall offer to the Corporation or to the other stockholders of the corporation a thirty (30) day "first refusal" option to purchase his stock should he be elect to sell his stock.

NINTH: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

TENTH: Directors of the Corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach

involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of individuals or unlawful stock purchases or redemption by the corporation; or (4) transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the state of Florida, do make, file and record this certificate, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand.

DATED AT: _____

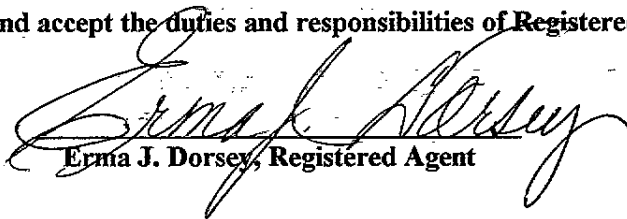


(Signature of person or officer of corporation named in Fifth Article.)

(Leave blank if using the Company Corporation)

ACCEPTANCE

I Erma J. Dorsey, an familiar with and accept the duties and responsibilities of Registered Agent for Germone Corporation.



Erma J. Dorsey, Registered Agent

FILED
98 MAY -5 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA