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5/14/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000009102 8)))

EFFECTIVE DATE
5/13/98

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT
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NAME: INFINITY ACQUISITION CORP.

AUDIT NUMBER.....H98000009102

DOC TYPE.....FLORIDA PROFIT CORPORATION OR F.A.

CERT. OF STATUS...1

PAGES.....

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**ARTICLES OF INCORPORATION
OF
INFINITY ACQUISITION CORP.**

EFFECTIVE DATE

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The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Infinity Acquisition Corp.

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 406 North Reo Street, Suite 122, Tampa, Florida 33609.

ARTICLE III

Shares

The corporation shall have authority to issue 1,000,000 common shares with a par value of \$.01 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of its initial registered office is 710 Seagate Drive, Tampa, Florida 33602, and the name of its initial registered agent at that address is Mary Titus.

ARTICLE V

Incorporator

The name and address of the incorporator are:

Name

Address

Paul C. Davis

One Harbour Place, Suite 500
Tampa, Florida 33602

Prepared by: Paul C. Davis, Esquire
Carlton Fields
One Harbour Place
Tampa, FL 33602
TW618869.1 (813) 223-7000
Fla. Bar #283691

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ARTICLE VI
Initial Directors

The corporation initially shall have two directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>
Jason Caras	406 North Reo Street Suite 122 Tampa, Florida 33609
Mary Titus	406 North Reo Street Suite 122 Tampa, Florida 33609

ARTICLE VII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

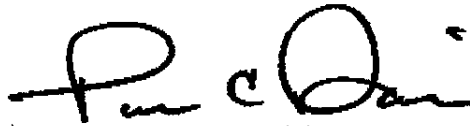
The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Amended and Restated Articles of Incorporation of which this Article VI is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII
Corporate Existence

Corporate existence shall begin on the date of execution of these Articles of Incorporation.

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Dated this 13th day of May 1998.

Paul C. Davis, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 13th day of May 1998.

Mary Titus, Registered Agent

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