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LARSON & LARSON, P.A.

ATTORNEYS AT LAW

Practicing Domestic & International

Patent Trademark & Copyright Law

Trial and Appellate Litigation

H. WILLIAM LARSON

HERBERT W. LARSON

ALSO ADMITTED IN DELAWARE AND THE DISTRICT
OF COLUMBIA AND REGISTERED TO PRACTICE
BEFORE THE U. S. PATENT AND TRADEMARK
OFFICE. (REG. NO. 21008).

JAMES E. LARSON

"PATENT AGENT"

REGISTERED TO PRACTICE BEFORE THE
U. S. PATENT AND TRADEMARK OFFICE
(REG. NO. 37867).

PINEBROOK BUSINESS CENTER

7381-114TH AVE. N. SUITE 406

LARGO, FL 33773-5125

813-546-0660

FAX 813-545-1595

May 27, 1998

BATTAGLIA, ROSS, DICUS & WEIN, P.A.

TRIAL COUNSEL

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

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-05/29/98--01065--008

*****70.00 *****70.00

Re: Article of Incorporation of C.B.T. Direct, Inc.

Dear Sir:

Enclosed in connection with the above noted proposed corporation is the Articles of Incorporation and a check for \$70.00 to cover the cost. Please direct all correspondence to the undersigned. Thank you in advance for your assistance.

Very truly yours,

LARSON & LARSON, P.A.



H. William Larson

FILED
98 MAY 29 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure

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FILED
98 MAY 29 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

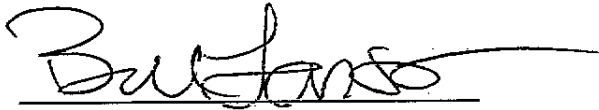
**ARTICLES OF INCORPORATION
OF
C.B.T. DIRECT, INC.**

1. The name of the corporation is C.B.T. DIRECT, INC.
2. The principal place of business and mailing address of the corporation is 25400 US Hwy 19 North, Suite 285, Clearwater, FL 33763.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.
4. The total number of shares of stock which the corporation is authorized to issue is one hundred thousand (100,000), no par value.
5. The business and affairs of the corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the By-Laws of the corporation.
6. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws.
7. The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.
8. The name and address of its registered office in the State of Florida is H. William Larson, Esq., Larson & Larson, P.A., 7381 114th Ave. North, # 406 Largo, FL 33773.
9. The name and mailing address of the persons who are to serve as a directors until the first annual meeting of the stockholders or until successors are elected and qualified are:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Jeff Harder	25400 US Hwy 19 North, Suite 285, Clearwater, FL 33763.

10. The incorporator is H. William Larson, Esq., Larson & Larson, P.A., 7381 114th Ave. North, # 406 Largo, FL 33773.

I, **THE UNDERSIGNED**, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, do make, file and record this Certificate of Incorporation, certifying that the facts herein stated are true.



H. William Larson

STATE OF FLORIDA)
COUNTY OF PINELLAS)


The foregoing instrument was acknowledged before me this May 27, 1998 by H. William Larson, who is personally known to me.

Notary Public

Seal:

ACCEPTANCE OF REGISTERED AGENT

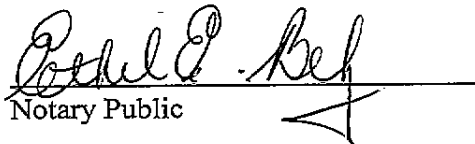
I, **THE UNDERSIGNED**, accept appointment as registered agent for C.B.T. Direct, Inc. and state that I am familiar with and accept the obligations provided for in § 607.0505 Florida Statutes.



H. William Larson

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this May 27, 1998 by H. William Larson, who is personally known to me.


Notary Public

Seal:

