THE UNITED STATES **CORPORATION**

ACCOUNT NO. : 07210000032

REFERENCE: 843772 . 1505112

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE: June 4, 1998

ORDER TIME: 11:36 AM

ORDER NO. : 843772-005

100002548211--7

CUSTOMER NO: 150511A

OMPANY

CUSTOMER: Francis E. Friscia, Esq

MEIROSE & FRISCIA, P.A.

500 North Westshore Boulevard

Suite #635

Tampa, FL 33609

DOMESTIC FILING

NAME:

FLAT-OUT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION ____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

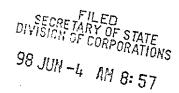
XX CERTIFIED COPY

___ PLAIN STAMPED COPY

___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

FLAT-OUT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FLAT-OUT, INC.

The address of the principal office of this corporation shall be 3429 Southwest 7th Lane, Cape Coral, Florida 33991, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

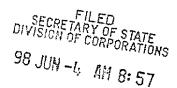
ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Patrick Martin Barnett 3429 Southwest 7th Lane,
Dir./Pres Cape Coral, Florida 33991

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.



ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 4, 1998.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

CHS/acp