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June 29, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: IGY Capital Group, Inc.

Gentlemen:

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-07/01/98--01060--004
*****70.00 *****70.00

In order to incorporate the above-referenced corporation, we have enclosed the following documents:

1. One manually executed original and one copy of said corporation's Articles of Incorporation; and
2. A check in the total amount of \$70.00 representing the following:
 - a) \$35.00 filing fee;
 - b) \$35.00 fee for registered agent.

Please return a stamped copy of the Articles of Incorporation to the undersigned in the enclosed postage-paid, self-addressed envelope. Your prompt attention to this matter is greatly appreciated.

Sincerely yours,

Larry B. Loftis

LBL/dgh
Enclosures

FILED
98 JUL -1 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JUL 2 1998

**ARTICLES OF INCORPORATION
OF
IGY CAPITAL GROUP, INC.**

FILED

98 JUL -1 AM 11:08

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as sole incorporator of IGY CAPITAL GROUP, INC. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is IGY CAPITAL GROUP, INC.

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is one thousand (1,000), consisting of a single class of common stock, one cent (\$0.01) par value per share.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 2703 Kemos Landing, Ocoee, Florida, 34761. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is P.O. Box 686, Windermere, FL 34786-0686.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 2703 Kemos Landing, Ocoee, FL 34761 and the initial Registered Agent at such address is Irma G. Yapor.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

A. The corporation shall have one director initially.

B. The number of directors of this corporation may be increased or decreased from time to time pursuant to the Bylaws, but shall never be less than one (1).

C. The name and address of the initial director is set forth below:

Irma G. Yapor
2703 Kemos Landing
Ocoee, FL 34761

ARTICLE VII **INCORPORATOR**

The name and address of the sole incorporator of the corporation is Irma G. Yapor, 2703 Kemos Landing, Ocoee, FL 34761.

ARTICLE VIII **BYLAWS**

The power to adopt, alter, or repeal bylaws shall be vested in the Board of Directors.

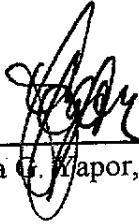
ARTICLE IX **INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE X **AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, any any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 29 day of June, 1998.

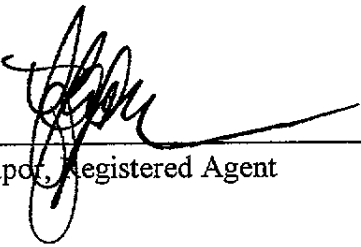


Irma G. Yapor, Incorporator

ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that she is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 29 day of June, 1998.



Irma G. Yapot, Registered Agent

FILED
98 JUL -1 AM 11:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA