

28 56' 39" N, 82 29' 7" W.

JESSE V. DOMINGUEZ, P.A.
ATTORNEY AT LAW

105 SOUTH ARMENIA AVENUE-TAMPA, FLORIDA 33609-(813)874-1182

P98000062030

July 10, 1998

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

Re: RONIN INTERNATIONAL INC.

900002586829--1
-07/13/98--01090--013
****122.50 ****122.50

Dear Sir/Madam:

We are enclosing Articles of Incorporation of the above-named corporation, in duplicate, with the request that the corporation be registered.

Also enclosed is a check in the amount of \$122.50 to cover the tax, a certified copy of the Articles, filing fee and resident agent designation.

Very truly yours,


JESSE V. DOMINGUEZ

JVD/an

Encl.

FILED
98 JUL 13 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


7-14-98

ARTICLES OF INCORPORATION

OF

RONIN INTERNATIONAL INC.

The undersigned, for the purposes of forming a Corporation under the Florida General Corporation Act, do(es) hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is: RONIN INTERNATIONAL INC.

ARTICLE II

This Corporation shall have perpetual existence. The date and time of the commencement of corporate existence is the date of filing these Articles with the Secretary of State.

ARTICLE III

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The total authorized capital stock of this Corporation shall consist of five thousand (5,000) shares of common stock having a par value of ONE (\$1.00) DOLLAR each, amounting in the aggregate to Five Thousand (\$ 5,000.00) DOLLAR(S).

ARTICLE V

Every shareholder, upon the sale of cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI

The street address of the initial principal office of this Corporation is 12408 N. 56th Street, Tampa, FL 33617, and the name of the initial registered agent of this Corporation is Gary Calhoun, whose street address is 12408 N. 56th Street, Tampa, FL 33617.

ARTICLE VII

This Corporation shall have two director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director(s) of this Corporation is:

Gary Calhoun - 12408 N. 56th Street, Tampa, FL 33617

Bruce R. Emerson - 3836 N. Lake Drive, Ste 120, Tampa, FL 33614

FILED
98 JUL 13 PM 2:00
TALLAHASSEE, FLORIDA

ARTICLE VIII

The name and address of the person(s) signing these articles is:

Gary Calhoun - 12408 N. 56th Street, Tampa, FL 33617

Bruce R. Emerson - 3836 N. Lake Drive, Ste 120, Tampa, FL 33614

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board if Directors and the Shareholders.

ARTICLE X

Shares are held by the initial shareholders listed above and may not be resold or otherwise transferred unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders and this Corporation.

ARTICLE XI

The approval of the Shareholders of this Corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII

Dividends may be paid to Shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

ARTICLE XIII

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIV

The Director(s) of this Corporation may take action by written consent, as provided by law, except the following actions must be taken at a meeting of Directors.

1. Dissolution or merger of the Corporation, or
2. Sale of Corporate assets.

ARTICLE XV

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the Stockholders entitled to Vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of those Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation on this 10th day of July, 1998.

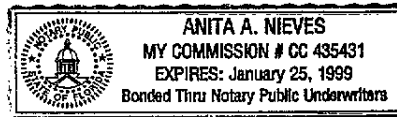
Gary Calhoun
GARY CALHOUN

SUBSCRIBED AND ACKNOWLEDGED before me by, GARY CALHOUN, who is personally known to me or who produced _____ as identification on this 10th day of July, 1998.

Anita A. Nieves
Notary Public, State of Florida

Name: Anita A. Nieves

My Commission Expires: _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHO PROCESS MAY BE SERVED**

In pursuance of Florida Statute Section 607.034, the following is submitted, in compliance with said Statute:

That *RONIN INTERNATIONAL, INC.* desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Tampa, County of Hillsborough, State of Florida, has named *GARY CALHOUN*, located at 12408 N. 56th Street, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Statute relative to keeping open said office.


GARY CALHOUN

FILED
98 JUL 13 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA