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HOWARD L. HAMBROOK
3716 LALANI BLVD.
SARASOTA, FL. 34232

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-07/13/98--01020--013
*****70.00 *****70.00

JULY 7, 1998

BUREAU OF CORPORATION RECORDS
CHARTER SECTION DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FL. 32314

THE ENCLOSED CHECK IS FOR

FILING FEE	\$20.00
REGISTERED AGENT	\$20.00
CHARTER DOCUMENT	\$30.00
TOTAL	\$70.00

FILED
98 JUL 13 AM 8:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CHECK# 429

PLEASE RETURN ALL DOCUMENTS TO THIS OFFICE.

THANK YOU

Howard L. Hambrook
HOWARD L. HAMBROOK

7-1698
AM

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HOWCO INC.

THE UNDERSIGNED , FOR THE PURPOSE OF FORMING A CORPORATION UNDER
THE FLORIDA GENERAL CORPORATION ACT HEREBY ADOPT THE FOLLOWING
ARTICLES OF INCORPORATION:

ARTICLE ONE
NAME

THE NAME OF THE CORPORATION IS: HOWCO INC.

ARTICLE TWO
DURATION

THIS CORPORATION SHALL COMMENCE EXISTENCE IMMEDIATELY UPON
APPROVAL OF THE SECRETARY OF STATE, STATE OF FLORIDA.

ARTICLE THREE
PURPOSE

THE CORPORATION MAY TRANSACT ANY AND ALL LAWFUL BUSINESS FOR
WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL
CORPORATION ACT.

ARTICLE FOUR
CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF CAPITAL STOCK THE CORPORATION
HAS AUTHORITY TO ISSUE IS 1,000 SHARES, ALL OF WHICH SHALL BE COMMON
SHARES WITH PAR VALUE OF \$1.00 PER SHARE.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

EACH SHAREHOLDER OF ANY CLASS OF STOCK OF THE CORPORATION SHALL BE ENTITLED TO FULL PREEMPTIVE RIGHTS TO PURCHASE HIS PRO RATA SHARE OF ANY UNISSUED OR TREASURY SHARES OF THE CORPORATION OF THE SAME KIND, CLASS, OR SERIES AS THAT WHICH HE ALREADY HOLDS, AND ANY SECURITIES OF THE CORPORATION CONVERTIBLE INTO OR CARRYING A RIGHT TO SUBSCRIBE TO OR ACQUIRE SHARES OF ANY SUCH UNISSUED OF TREASURY SHARES AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS (WITHOUT THE ISSUANCE OF FRACTIONAL SHARES)

ARTICLE SIX
REGISTERED OFFICE

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS: 3716 LALANI BLVD. SARASOTA, FL. 34232 AND THE INITIAL REGISTERED AGENT AT SUCH ADDRESS IS: HOWARD L. HAMBROOK

ARTICLE EIGHT
INITIAL STOCK SUBSCRIPTIONS

THE INITIAL SUBSCRIBERS TO THE SHARES OF STOCK OF THIS CORPORATION AND NUMBER OF SHARES TO WHICH THEY HAVE SUBSCRIBED ARE:

HOWARD L. HAMBROOK
3716 LALANI BLVD.
SARASOTA, FL. 34232

250 SHARES

ARTICLE NINE
MANAGEMENT

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY THE PRESIDENT APPOINTED BY THE STOCKHOLDERS OF THE CORPORATION.

ARTICLE TEN
INCORPORATION

THE NAME AND ADDRESS OF THE INCORPORATOR IS: HOWARD L. HAMBROOK
3716 LALANI BLVD. SARASOTA, FL. 34232

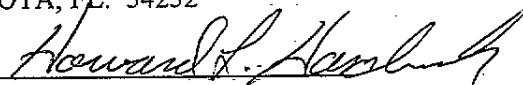
ARTICLE ELEVEN
AMENDMENTS

THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY
PROVISION CONTAINED IN THE ARTICLES OF INCORPORATION, OR ANY
AMENDMENT HERETO BUT ONLY BY MAJORITY VOTE OF THE SHAREHOLDERS.

ARTICLE TWELVE
PRINCIPAL OFFICE ADDRESS

THE MAILING ADDRESS OF THE PRINCIPAL OFFICE IS: 3716 LALANI
BLVD. SARASOTA, FL. 34232

HOWARD L. HAMBROOK



ACCEPTANCE

I AGREE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS: TO KEEP AN
OFFICE OPEN DURING PRESCRIBED HOURS, TO POST MY NAME (AND ANY OTHER
OFFICERS OF SAID CORPORATION AUTHORIZED TO ACCEPT SERVICE OF PROCESS
AT THE ABOVE FLORIDA DESIGNATED ADDRESS) IN SOME CONSPICUOUS PLACE
IN THE OFFICE AS REQUIRED BY LAW.



HOWARD L. HAMBROOK
REGISTERED AGENT

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TALLAHASSEE, FLORIDA