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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
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NAME: FUSSELL CORPORATION

AUDIT NUMBER.....H98000014409

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
OF
FUSSELL CORPORATION
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of Fussell Corporation, a Florida corporation (the "Corporation") under the Florida Business Corporation Act, 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 Fussell Corporation and the street address of the initial principal office of the Corporation is 2001 South Federal Highway, Delray Beach, Florida 33483.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2001 South Federal Highway, Delray Beach, Florida 33483, and the name of the initial Registered Agent of the Corporation at that address is George Fussell.

PREPARED BY: Gerald W. Gritter, Esq.
English, McCaughan & O'Bryan, P.A.
100 N. E. 3 Avenue, Suite 1100
Fort Lauderdale, FL 33301
Florida Bar #0282170

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ARTICLE VINITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is:

Name

George Fussell

Address2001 South Federal Highway
Delray Beach, Florida 33483ARTICLE VIINCORPORATOR

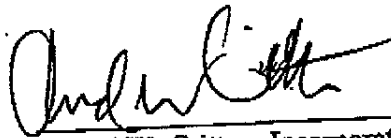
The name and address of the Incorporator of the Corporation is:

Name

Gerald W. Gritter

Address100 Northeast 3 Avenue, Suite 1100
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9 day of July, 1998.



Gerald W. Gritter, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for FUSSELL CORPORATION at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: 7-24-98By: GEORGE FUSSELL
Initial Registered Agent**FILED**

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TALLAHASSEE FLORIDA

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