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

Gentlemen:

Enclosed please find Articles of Incorporation and a check for fee in the amount of \$122.50 for the following new Florida corporation: *MIDGE, INC.*

Midge, Inc.

Thank you for your cooperation in this matter.

Sincerely,

William S. Stewart

Stewart
646 Waterside Way
Sarasota

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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9-17-98
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ARTICLES OF INCORPORATION
OF
MIDGE, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The Undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MIDGE, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of 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 Five Hundred (500) shares of common stock, having a One and 00/100 Dollar (\$1.00) par value.

ARTICLE IV. ADDRESS

The street address of the Corporation is 646 WATERSIDE WAY, SARASOTA, FL 34242
The street address of the initial registered office of the corporation shall be 646 WATERSIDE WAY, SARASOTA, FL 34242 and the name of the initial registered agent of the corporation at that address is WILLIAM S. STEWART.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the Regulations issued thereunder. Such action as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers, initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the By-Laws.

ARTICLE VIII. SUBSCRIBER

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

WILLIAM S. STEWART

646 WATERSIDE WAY

SARASOTA, FL 34242

IN WITNESS WHEREOF, The undersigned has hereunto set his hand and seal
on the 17th day of September, 1998.

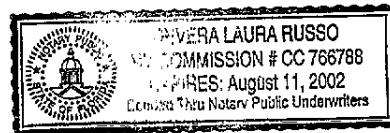
William S. Stewart

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that the foregoing was acknowledged before me this
17th Day of September, 1998, by William S. Stewart, who
is personally known to me or has produced FL. Dr. Lic. as
identification.

Laura Russo

I am a Notary Public in and for the State of
Florida and my commission expires AUGUST 11,
2002.



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

The following is submitted in compliance with chapter 48.091
Florida Statutes.

MIDGE, INC., a corporation organized under the laws of the State
of Florida, with its principal office at 646 WATERSIDE WAY SARASOTA, FL has
named
WILLIAM S. STEWART, located at 646 WATERSIDE WAY, SARASOTA,
FL 34242, as its registered agent at said initial registered
office, to accept service of process within this State.

William S. Stewart
WILLIAM S. STEWART, Subscrib er

Having been named to accept service of process for the above corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.

William S. Stewart
WILLIAM S. STEWART, Registered

Agent

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TALLAHASSEE, FLORIDA