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September 11, 1998

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

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-09/14/98--01070--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Nesa Investments, Inc.

Gentlemen:

Enclosed please find the original Articles of Incorporation for Nesa Investments, Inc.. Kindly register the same as a Florida corporation and return proof of filing to me at your earliest convenience.

My check in the amount of \$122.50 to cover the applicable filing fees is also enclosed.

Very truly yours,

PAUL T. MARKS

PTM/

Enclosures

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
NESA INVESTMENTS, INC.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I  
(Name)

The name of the Corporation is: Nesa Investments, Inc.

ARTICLE II  
(Term of Existence)

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Florida Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III  
(Nature of Business)

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV  
(Capital Stock)

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V  
(Initial Registered Office and Agent)

The street address of the principal office and the initial registered office of the Corporation is 4100 W. Kennedy Blvd., Suite 210, Tampa, Florida 33609, and the name of its initial registered agent at such address is Paul T. Marks.

ARTICLE VI  
(Directors)

The Corporation shall have one (1) directors initially. The number of directors may be increased or decreased from time to time as provided by the bylaws of the Corporation, provided that the Corporation shall always have at least one director. The names and addresses of the initial directors of the Corporation who shall serve until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Denise F. Caltagirone	111 South Moody Ave. Tampa, Florida 33606

ARTICLE VII  
(Officers)

The names and addresses of the initial officers of the Corporation who shall hold office until their successors are duly elected and qualified are:

President:	Denise F. Caltagirone
Secretary:	Denise F. Caltagirone
Treasurer:	Denise F. Caltagirone

ARTICLE VIII  
(Incorporator)

The name and address of the incorporator signing these

Articles of Incorporation is:

Paul T. Marks  
4100 W. Kennedy Blvd.  
Suite 210  
Tampa, Florida 33609

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TALLAHASSEE, FLORIDA

ARTICLE IX  
(Indemnification)

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

ARTICLE X  
(Bylaws)

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

ARTICLE XI  
(Amendment)

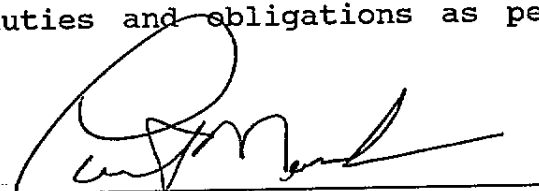
These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 15th day of September, 1998.

  
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent and having been designated to accept service of process for the Corporation, at the place designated as the registered office, I hereby agree to serve as registered agent, to comply with all laws regarding the performance of my duties and to accept the duties and obligations as per Chapter 607, Florida Statutes.

  
Registered Agent