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TOM FAIRFIELD BROWN
ATTORNEY AT LAW

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(813) 634-5515

REPLY TO: TAMPA OFFICE

November 30, 1998

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

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Re: CITRUS CENTRE, INC.

Dear Sirs:

Enclosed herein, please find (2) originally executed sets of Articles of Incorporation for the new corporation, **CITRUS CENTRE, INC.**. Request is made herewith to please process this incorporation and file (1) original document of Articles of Incorporation with the State of Florida, Corporations Division; then certify the 2nd original document and return to our Tampa office, above referenced.

Also enclosed is a check payable to Florida Department of State, Division of Corporations, in the amount of \$78.75 (\$70.00 filing fee, \$8.75 certification), for filing said articles and providing me with a certified copy of the same.

Should you have any questions concerning the filing of this corporation, please do not hesitate to call me.

Sincerely yours,

Tom F. Brown
TOM FAIRFIELD BROWN

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encs.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

CITRUS CENTRE, INC.

I the undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, these Articles of Incorporation for the purposes of forming a corporation for profit in accordance with the provisions of Chapter 607, Florida Statutes, as amended through the 1998 session of the legislature of the State of Florida.

ARTICLE I

The name of this corporation shall be:

CITRUS CENTRE, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be as follows:

A. To engage, operate, act, and transact such business as is authorized and legal under the laws of the State of Florida.

B. To register, own, apply for, purchase, acquire, sell or license others to use copyrights, trademarks, trade names and patents of every description and in any way and all articles whatsoever.

C. Subject to the restrictions or limitations imposed by law, to purchase or otherwise acquire, hold own, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of the share of the capital stock bonds, obligations or other securities or evidences of indebtedness of other corporations, domestic and foreign and the good will, rights, assets and property of any and every kind, or any part thereof, or any person, firm or corporation, domestic or foreign, and if desirable, issue in exchange therefor the stocks, bonds and other obligations of this corporation, and while the owner of such shares of the capital stock to exercise all rights, powers and privileges of ownership, including the power to vote thereon; and for any and all lawful purposes, in the course of the transaction of the business and affairs of the corporation, to acquire real and personal property, rights and interest of every nature, and to execute and issue bonds, debentures and other negotiable or transferable instruments, and to mortgage or pledge and or all of the property of the corporation; to secure such bonds, debentures and other

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instruments upon such terms and conditions as may be set forth in the instrument or instruments mortgaging or pledging the same, or in any deed, contract or other instrument relating thereto.

D. To purchase or otherwise acquire real and personal property of any and all kinds that may be lawfully acquired and held by a business corporation, including but not limited to lands, leaseholds, shares of stock, mortgages, bonds, debentures and other securities, merchandise, back debts and claims, copyrights, trademarks, trade names, patents, caveats and patent rights, licenses, grants and concessions and any interest in real or personal property

E. To make, accept, endorse, execute and issue, promissory notes, bills of exchange, bonds, debentures and other obligations from time to time for the purchase of property or for any purpose in or about the business of the corporation, and to secure the of any such obligation by mortgage, pledge, deed or trust, or otherwise.

F. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of or invest, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

G. To purchase and otherwise acquire, sell, deal in and otherwise dispose of chattels, fixtures, machinery and every kind of personal property necessary or useful in the conduct and operation of the business of the corporation.

H. To acquire the stock in trade, good will, franchises, and to undertake or in any way assume the liabilities of any person, partnership or corporation, engage in business of the same general as that for which this corporation is formed, and to pay therefore in cash or in the stocks or bonds of the corporation or otherwise if deemed advisable; to hold or in any manner to dispose of the whole or any part of the property so purchased and to conduct in any lawful manner to the whole or any part of any business so acquired.

I. To purchase, insofar as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold, sell, transfer, pledge, and re-issue shares of its own capital stock; but such stock, so acquired and held shall not be entitled to vote nor to receive dividends

J. To do all and everything necessary, suitable, and proper for the accomplishment of any of the

purposes or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals and whether as principal, agent or otherwise.

K. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, firm, corporation, private, public or municipal body politic under the government of the United States, or any state, territory or colony thereof, or any foreign government, so far as and to the extent that the same may be done and performed by corporations organized under the Florida Corporation Law.

L. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The total number of shares that may be issued by the corporation is 10,000 shares, with a par value of One (\$1.00) Dollar per share. All of said shares shall be Common Stock. Said stock may be issued in fractional -shares and may be in part canceled and re-issued, and said stock shall be paid for in cash, services or property, as the Board of Directors may provide or approve. All shares shall be fully paid and non-assessable, and the holders of such shares shall not be liable for any further payment thereon. All voting power of the corporation shall be waived in said Common Stock.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS which may be paid in cash, services or property as the Board of Directors may provide or approve.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be located at 11720 Sheldon Road, Tampa, FL 33626.

ARTICLE VII

The business affairs of this corporation shall be conducted and managed by a Board of Directors of not less than two (2) members who shall be elected annually by the stockholders of the corporation, at such time and place as may be fixed by the By-Laws or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The names and addresses of the Directors who are to serve until the first annual meeting of the Stockholders are as follows:

NAME	ADDRESS
Tom Fairfield Brown, Co-Trustee of the Tom Fairfield Brown, Sr., Grantor Retained Annuity Trust, dated: 1/23/96, and Co-Trustee of the Katherine C. Brown Grantor Retained Annuity Trust, dated: 1/23/96	11720 Sheldon Road Tampa, FL 33626
Tom Fairfield Brown, Co-Trustee of the Tom Fairfield Brown, Sr., Grantor Retained Annuity Trust, dated: 1/23/96, and Co-Trustee of the Katherine C. Brown Grantor Retained Annuity Trust, dated: 1/23/96	11720 Sheldon Road Tampa, FL 33626

ARTICLE VIII

At all elections of Directors of such corporation, each holder of record of said Common Stock shall be entitled to as many votes as shall equal the number of shares of stock, multiplied by the number of Directors to be elected; each such record stockholder may distribute them among the number to be voted for, or for two or more of them as he or she may see fit.

ARTICLE IX

The officers of the corporation shall be elected annually by the Directors of the corporation at such time and place as may be fixed by the By-Laws or by resolution of the Board of Directors, and shall hold office until their successors shall be elected and qualified. The names and addresses of the officers who are to serve until the first annual meeting of the Board of Directors are as follows:

NAME	ADDRESS	OFFICE
Tom Fairfield Brown, Sr. Co-Trustee of the Tom Fairfield Brown, Sr., Grantor Retained Annuity Trust, dated: 1/23/96, and Co-Trustee of the Katherine C. Brown Grantor Retained Annuity Trust, dated: 1/23/96	11720 Sheldon Road Tampa, FL 33626	President

KATHERINE C. BROWN,
Co-Trustee of the Tom Fairfield Brown, Sr.,
Grantor Retained Annuity Trust, dated: 1/23/96, and
Co-Trustee of the Katherine C. Brown Grantor
Retained Annuity Trust, dated: 1/23/9
Co-Trustee

11720 Sheldon Road
Tampa, FL 33626

Secretary/
Treasurer

ARTICLE X

The name and post office address of each subscriber to these Articles of incorporation, and the number of shares of Common Stock are as follows:

NAME	ADDRESS	NO. OF SHARES
Tom Fairfield Brown, Sr., Grantor Retained Annuity Trust, u/a/d: 1/23/96	11720 Sheldon Road Tampa, FL 33626	50
Katherine C. Brown Grantor Retained Annuity Trust, u/a/d: 1/23/96	11720 Sheldon Road Tampa, FL 33626	50

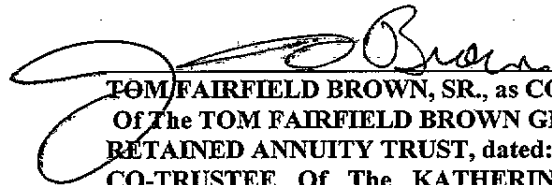
ARTICLE XI

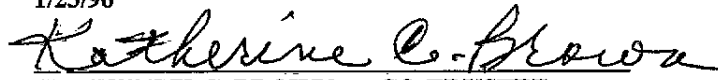
The initial street address of this corporation is 11720 Sheldon Road, Tampa, Florida 33626; and the initial Registered Agent of this corporation is Katherine C. Brown whose address is 11720 Sheldon Road, Tampa, FL 33626.

ARTICLE XII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise in or are directors or officers of, such other corporation; any director individually of any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, TOM FAIRFIELD BROWN, SR., as Co-Trustee, and KATHERINE C. BROWN, as Co-Trustee, for the TOM FAIRFIELD BROWN, SR. GRANTOR RETAINED ANNUITY TRUST, u/a/d: 1/23/96; AND KATHERINE C. BROWN, as Co-Trustee, and TOM FAIRFIELD BROWN, SR., as Co-Trustee, for the KATHERINE C. BROWN GRANTOR RETAINED ANNUITY TRUST, u/a/d: 1/23/96, have executed this Certificate of Incorporation for the use and purpose herein stated this 30 day of November, 1998


TOM FAIRFIELD BROWN, SR., as CO-TRUSTEE
Of The TOM FAIRFIELD BROWN GRANTOR
RETAINED ANNUITY TRUST, dated: 1/23/96, and
CO-TRUSTEE Of The KATHERINE C. BROWN
GRANTOR RETAINED ANNUITY TRUST, dated:
1/23/96

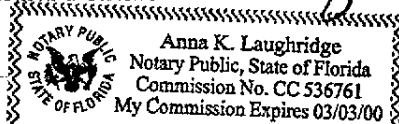

KATHERINE C. BROWN, as CO-TRUSTEE
Of The TOM FAIRFIELD BROWN GRANTOR
RETAINED ANNUITY TRUST, dated: 1/23/96, and
CO-TRUSTEE Of The KATHERINE C. BROWN
GRANTOR RETAINED ANNUITY TRUST, dated:
1/23/96

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared TOM FAIRFIELD BROWN, SR., as CO-TRUSTEE Of The TOM FAIRFIELD BROWN GRANTOR RETAINED ANNUITY TRUST, dated: 1/23/96, and CO-TRUSTEE Of The KATHERINE C. BROWN GRANTOR RETAINED ANNUITY TRUST, dated: 1/23/96 to me well known and known to me to be the person described in and who executed the instrument he did acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 30 day of November, 1998.


NOTARY PUBLIC

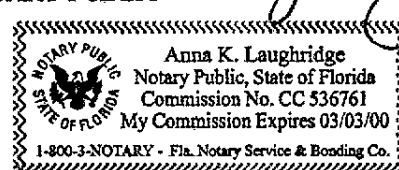


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared KATHERINE C. BROWN, as CO-TRUSTEE Of The TOM FAIRFIELD BROWN GRANTOR RETAINED ANNUITY TRUST, dated: 1/23/96, and CO-TRUSTEE Of The KATHERINE C. BROWN GRANTOR RETAINED ANNUITY TRUST, dated: 1/23/96 to me well known and known to me to be the person described in and who executed the instrument she did acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 30 day of November, 1998.


NOTARY PUBLIC



ACCEPTANCE

I certify that I am a permanent resident of Hillsborough County, Florida and reside at 11720 Sheldon Road, Tampa, FL 33626. I hereby accept the foregoing designation as Registered Agent for Florida corporation CITRUS CENTRE, INC.

Signed in Tampa, Florida this 30 day of November, 1998.

Katherine C. Brown
KATHERINE C. BROWN
REGISTERED AGENT

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA