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99 FEB -9 PM 4:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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February 8, 1999

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⁵CERTIFIED CIRCUIT COURT MEDIATOR

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Via Federal Express

Re: Florida Specialty Sales & Service, Inc.

000002770190-3
-02/09/99-01104-004
*****70.00 *****70.00

Ladies and Gentlemen:

Enclosed are the following items with respect to our referenced corporate client (the "New Corporation"):

1. Two manually signed duplicates of the Articles of Incorporation of the New Corporation.
2. A check in the amount of \$70, payable to the Florida Department of State, as the filing fee, which has been issued by Florida Specialty Sales, Inc., an existing Florida corporation selling a portion of its business to the New Corporation.

Please file and record the Articles of Incorporation for the New Corporation; and please date-stamp the enclosed duplicate of the signed Articles, showing the filing and recording information; and please return that duplicate to me in the enclosed self-addressed return envelope. Please also return the enclosed copy of this letter, date-stamped to reflect your receipt. Please call me at 813-228-8530 to confirm the filing of these Articles. Thank you for your assistance.

Sincerely,
SHEAR, NEWMAN, HAHN & ROSENKRANZ, P.A.

William R. Paul

William R. Paul

WRP/jk
Enclosures
Copy to: Mr. W. Steven Register

FEB 12 1999
P. Hall
(4)

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NAPLES OFFICE:

ARTICLES OF INCORPORATION
OF
FLORIDA SPECIALTY SALES & SERVICE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby adopts these Articles of Incorporation for the purpose of forming a corporation (the "**Corporation**") under the Florida Business Corporation Act (the "**Act**").

I.
Name

The name of the Corporation shall be **Florida Specialty Sales & Service, Inc.**

II.
Term of Existence

The Corporation shall begin its existence on the date of the filing of these Articles of Incorporation with the Florida Department of State, and it shall have perpetual existence thereafter.

III.
Principal Office

The principal office of the Corporation shall be:

1244 Summit Chase Drive
Lakeland, Florida 33813

IV.
Capital Stock

The Corporation shall be authorized to issue 10,000 shares of common stock having a par value of one cent (\$ 0.01) per share.

V.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is: c/o Shear, Newman, Hahn & Rosenkranz, P.A., 201 East Kennedy Boulevard, Tampa, Florida 33602. The name of its initial registered agent at such address is William R. Paul.

VI.
Directors

The Corporation shall have two directors initially. The number of directors may be increased or decreased from time to time 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>
W. Steven Register	1244 Summit Chase Drive Lakeland, Florida 33813
Hugh J. Scanlon, III	Apartment No. 215 3415 West Hillsborough Avenue Tampa, Florida 34614

VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
W. Steven Register	1244 Summit Chase Drive Lakeland, Florida 33813

VIII.
Bylaws

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

IX.
Indemnification

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

X.
Amendment

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

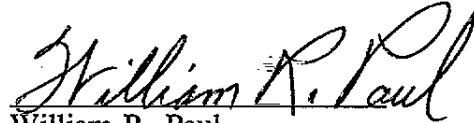
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on February 6, 1999.


W. Steven Register
Incorporator

ACCEPTANCE BY REGISTERED AGENT

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

Dated: February **8**, 1999


William R. Paul
Registered Agent

[0417895.01]

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TALLAHASSEE, FLORIDA