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LAW OFFICE OF

JO CLAIRE SPEAR, P.A.

877 EXECUTIVE CENTER DRIVE W., SUITE 303

ST. PETERSBURG, FLORIDA 33702

PHONE (813) 578-0454 • FAX (813) 579-1202

February 11, 1999

VIA UPS OVERNIGHT MAIL
TRACKING # N 303 7283 58 1

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

Re: Filing Articles of Incorporation for--
FOG Enterprises, Inc.

Dear Clerk:

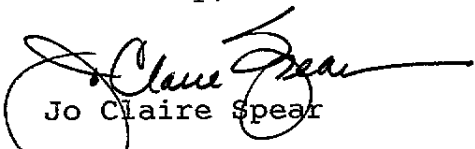
Enclosed are the original and one (1) copy of the executed Articles of Incorporation for **FOG Enterprises, Inc.** Please endorse your approval of the Articles on the duplicate copy provided and return same to me in the enclosed postage-paid envelopes.

Your attention is directed to Article II of the Articles which state a specific commencement date for the corporations to be the date of filing.

A check in the amount \$70.00 is enclosed to cover the filing fee of \$35.00, and the Registered Agent fee of \$35.00.

If you find any problems with the enclosed documents, or require additional information, please contact the undersigned by telephone rather than returning any documents. Thank you for your assistance.

Sincerely,


Jo Claire Spear

Enclosures

FILED
99 FEB 12 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

CB
2-15-99

ARTICLES OF INCORPORATION
OF
FOG ENTERPRISES, INC.

FILED
39 FEB 12 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME AND INITIAL PRINCIPAL OFFICE

The name of this Corporation is FOG Enterprises, Inc. The street address of the principal office of the Corporation is 5703 1st Avenue South, St. Petersburg, Florida 33707.

ARTICLE II
DURATION

This Corporation shall have perpetual existence, commencing as of the date of filing these Articles of Incorporation.

ARTICLE III
NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers herein named or for the enhancement of the value of any property of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common voting stock with a par value of \$1.00 per share. All common stock shall be identical with each other in every respect and the holders

of the common stock shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Corporation is Jo Claire Spear, Esquire and the initial street address of the Corporation's registered office is 877 Executive Center Drive West, Suite #303, St. Petersburg, FL 33702.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided by the Bylaws, but shall never be less than one (1). The names and addresses of the initial members of the Board of Directors of this Corporation is:

<u>Name</u>	<u>Address</u>
Pamela Haigh	5703 1st Avenue South St. Petersburg, FL 33707
Cheryl Prynn	5703 1st Avenue South St. Petersburg, FL 33707

Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VIII
AMENDMENTS TO ARTICLES OF
INCORPORATION AND BYLAWS

The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of this Corporation. The power to amend these Articles of Incorporation may be exercised by the shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by an affirmative vote of the holders of a majority of the shares entitled to vote thereon. Further, the power to adopt, alter, amend or repeal Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

ARTICLE IX

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X

The name and address of each incorporator and person signing these Articles is as follows:

Pamela Haigh 5703 1st Avenue South
St. Petersburg, FL 33707

Cheryl Prynne 5703 1st Avenue South
St. Petersburg, FL 33707

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned have executed these Articles of Incorporation on this 17th day of February, 1999.

Pamela Haigh, Incorporator

Cheryl Prynn, Incorporator

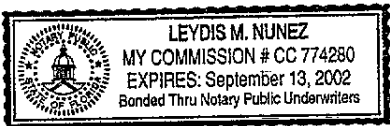
ACKNOWLEDGMENTS

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PAMELA HAIGH, who produced Florida Drivers Licenses as identification, who executed the foregoing Articles of Incorporation as incorporator.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11th day of February, 1999.

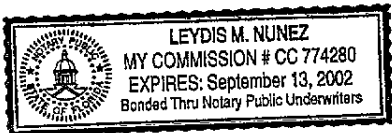
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
Serial No.:
My commission expires: 9
(Notary Seal)



STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CHERYL PRYNN, who produced Florida Drivers Licenses as identification, who executed the foregoing Articles of Incorporation as incorporator.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11th day of February, 1999.



Leydis M. Nunez

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
Serial No.:

My commission expires: 9-13-2002
(Notary Seal)

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated 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 all statutes 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.

Jo Claire Spear

Jo Claire Spear, Registered Agent

Date: February 11, 1999

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FILED
99 FEB 12 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA