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*BOARD CERTIFIED CIVIL TRIAL AND
BUSINESS LITIGATION LAWYER

March 16, 1999

Florida Department of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

300002810423--7
nt #) -03/18/99--01053--016
****122.50 *****78.75
nt #)

Re: I & S International, Inc. and I & S Treasure Island, Inc.

TO WHOM IT MAY CONCERN:

Enclosed are duplicate original Articles of Incorporation for each of the above referenced corporations. Also enclosed are two checks in the amount of \$122.50 each to cover filing fees in the amount of \$35.00, cost for a certified copy in the amount of \$52.50 and cost for designation of registered agent in the amount of \$35.00.

If the Articles of Incorporation are in order, would you please cause the certified copy to be returned to the attention of the undersigned.

Thank you for your assistance and cooperation.

Very truly yours,

POWELL, CARNEY, HAYES & SILVERSTEIN, P.A.

James N. Powell

EFFECTIVE DATE
3-16-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 18 AM 10:34

FILED

JNP/lj

Enclosures: a/s

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Bmc
3/24/99

ARTICLES OF INCORPORATION
OF
I & S TREASURE ISLAND, INC.

FILED
99 MAR 18 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3-16-99

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the *Florida Statutes*, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I
Name and Address

The name of the Corporation shall be **I & S TREASURE ISLAND, INC.** and its mailing address is NationsBank Tower, Suite 1210, One Progress Plaza, St. Petersburg, Florida 33701.

ARTICLE II
Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III
Term of Existence

The Corporation shall have perpetual existence. Corporate existence shall commence on March 16, 1999, the date of execution and acknowledgment of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV
Capital Stock

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of 1¢ per share.

ARTICLE V
Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of three (3) Directors, whose names and addresses are as follows:

Name	Address
Iver R. Baum	% Powell, Carney, Hayes & Silverstein, P.A. NationsBank Tower, Suite 1210 One Progress Plaza St. Petersburg, Florida 33701
Sally Bernice Baum	% Powell, Carney, Hayes & Silverstein, P.A. NationsBank Tower, Suite 1210 One Progress Plaza St. Petersburg, Florida 33701
Victoria Sarah Baum	% Powell, Carney, Hayes & Silverstein, P.A. NationsBank Tower, Suite 1210 One Progress Plaza St. Petersburg, Florida 33701

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI ***Bylaws***

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VII ***Amendments***

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VIII ***Registered Office and Agent***

Section 1. The street address of the initial registered office of the Corporation shall be **NationsBank Tower, Suite 1210, One Progress Plaza, St. Petersburg, Florida 33701.**

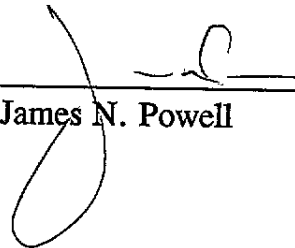
Section 2. The name of the initial registered agent of the Corporation located at said address shall be **JAMES N. POWELL.**

ARTICLE IX
Incorporator

The name and address of the incorporator is:

Name	Address
James N. Powell	Powell, Carney, Hayes & Silverstein, P.A. NationsBank Tower, Suite 1210 One Progress Plaza St. Petersburg, Florida 33701

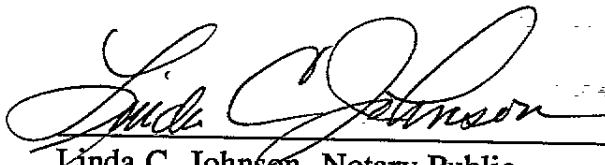
IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 16th day of March, 1999.



James N. Powell

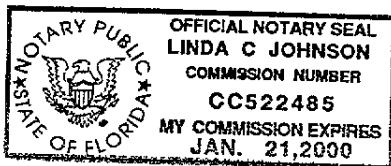
STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 16th day of March, 1999 by **JAMES N. POWELL**, who is personally known to me or has produced a Florida driver's license or _____ as identification.



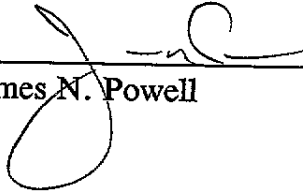
Linda C. Johnson, Notary Public (SEAL)

My Commission Expires:



ACCEPTANCE

I hereby agree to act as initial Registered Agent for **I & S TREASURE ISLAND, INC.**, a Florida corporation, as stated in these Articles of Incorporation.



James N. Powell

FILED
1999 MAR 18 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA