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LETTER OF TRANSMITTAL

DATE : April 19, 1999

SECRETARY OF STATE
DIVISION OF CORPORATIONS
STATE OF FLORIDA
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

900002847139--0
-04/22/99--01048--015
122.50 **78.75

RE : Marshco, Inc.

GENTLEMEN :

ENCLOSED IS THE ORIGINAL AND ONE COPY OF THE "ARTICLES OF INCORPORATION" TOGETHER WITH A CHECK IN THE AMOUNT OF \$122.50.

THIS REPRESENTS THE COST OF FILING FEES, COPY OF THE "ARTICLES OF INCORPORATION" TO BE CERTIFIED, AND FEES FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

SIGNED :



Dana Marshall

MAILING ADDRESS OF CORPORATION :

P. O. BOX 1408
Ft. Myers, Fl 33902

PHONE : 914-549-9231

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

MARSHCO, INC.

THE UNDERSIGNED SUBSCRIBER(S) TO THESE ARTICLES OF INCORPORATION,
NATURAL PERSON(S) COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION
UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS MARSHCO, INC.

ARTICLE II - DURATION

THE CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING
TO FLORIDA LAW.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES
OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE
OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE ONE HUNDRED SHARES
(100) OF COMMON STOCK DOLLARS (\$ 100.00) PAR VALUE COMMON STOCK,
WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE PRINCIPAL OFFICE, IF KNOWN, OR THE MAILING ADDRESS OF THE CORPORATION
IS

1411 S.E. 37th Street
Cape Coral, Fl 33904

THIS CORPORATION SHALL HAVE 3 DIRECTOR(S) INITIALLY. THE
NUMBER OF DIRECTORS MAY EITHER INCREASE OR DIMINISH FROM TIME TO TIME
BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND
ADDRESSES OF THE INITIAL DIRECTOR(S) OF THE CORPORATION ARE AS FOLLOWS:

Dana Marshall
1411 S.E. 37th Street
Cape Coral, Fl 33904

Ann Marie Marshall
1411 S.E. 37th Street
Cape Coral, Fl 33904

Kelly Combs
535 Ellis St.
N. FT. Myers, Fl 33903

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ARTICLE VII - INCORPORATORS

THE NAMES AND ADDRESSES OF THE INCORPORATORS SIGNING THESE ARTICLES OF
INCORPORATION THIS NINETEENTH DAY OF APRIL , 1999 :

Dana Marshall
Dana Marshall

Dana Marshall
1411 S.E. 37th Street
Cape Coral, Fl 33904

Ann Marie Marshall
Ann Marie Marshall

Ann Marie Marshall
1411 S.E. 37th Street
Cape Coral, Fl 33904

Kelly Combs
Kelly Combs

Kelly Combs
535 Ellis Street
N. Ft. Myers, Fl 33903

STATE OF FLORIDA
COUNTY OF LEE .

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN
THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED

Dana Marshall

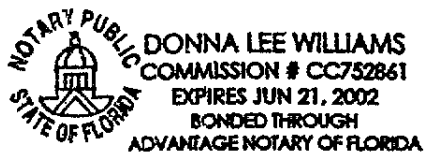
Ann Marie Marshall

Kelly Combs

KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT THEY
EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE
AND COUNTY AFORESAID, THIS NINETEENTH DAY OF APRIL , 1999

Donna Lee Williams
DONNA LEE WILLIAMS, NOTARY PUBLIC



CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

MARSHCO, INC.

PURSUANT TO FLORIDA STATUTES SECTION 48.091 AND 607.0501, THE FOLLOWING
IS SUBMITTED:

THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE
OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF
INCORPORATION AT

1411 S.E. 37th Street
Cape Coral, Fl 33904

HAS NAMED Dana Marshall, LOCATED AT THE AFORESAID ADDRESS,
AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
AND BEING FAMILIAR WITH OBLIGATIONS OF THAT POSITION, I HEREBY ACCEPT
TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF
FLORIDA LAW IN KEEPING OPEN SAID OFFICE.

SIGNED :


Dana Marshall

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