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KEITH H. WADSWORTH  
KERRY M. WILSON

April 23, 1999

Secretary of State  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, Florida 32314

*P99000039/56*

200002851282--8  
-04/26/99--01052--010  
\*\*\*122.50 \*\*\*78.75

Re: Immaterial Goods, Inc.

Ladies and Gentlemen:

Enclosed please find the two (2) originals of the Articles of Incorporation of the above-referenced corporation, subject to your approval. We are also enclosing a check in the amount of \$122.50 representing payment of the filing fees.

Please furnish to us the a certified copy of the Articles.

Your prompt attention to this matter will be sincerely appreciated.

Sincerely,

*Julia L. Farless*

Julia L. Farless, Legal Assistant  
to Peter J. Munson

Enclosures

RECEIVED  
CORPORATE RECORDS  
DIVISION  
APR 23 1999  
PM 3:12

ARTICLES OF INCORPORATION

OF

IMMATERIAL GOODS, INC.

SECRET FILED  
DIVISION OF CORPORATIONS  
90 APR 26 PM 3:42

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is IMMATERIAL GOODS, INC.

ARTICLE II - Principal Office  
and Mailing Address of the Corporation

The address of the principal office of the corporation is 6209 South Russell Street, Tampa, Florida 33611, and its mailing address is the same.

ARTICLE III - Duration

The corporation shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Stock

The corporation is authorized to issue 100 shares of Ten Dollars (\$10.00) par value common stock, which shares shall be designated "Common Shares."

ARTICLE VI - Preemptive Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase

or subscribe for, at the price offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

#### ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial directors who shall hold office until his successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

<u>Name</u>	<u>Business Address</u>
Herbert S. Massey, III	6209 South Russell Street Tampa, Florida 33611
Shelly D. Ramirez	6209 South Russell Street Tampa, Florida 33611

#### ARTICLE VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

#### ARTICLE X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

#### ARTICLE XI - Incorporator

The name and address of the Incorporator to these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Herbert S. Massey, III	6209 South Russell Street Tampa, Florida 33611

#### ARTICLE XII - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 6209 South Russell Street, Tampa, Florida 33611, and the name of the initial registered agent of the corporation at that address is Herbert S. Massey, III.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 23rd day of April, 1999.

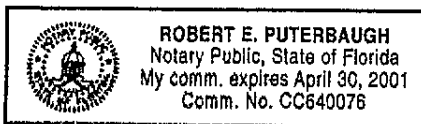
  
HERBERT S. MASSEY, III, Incorporator

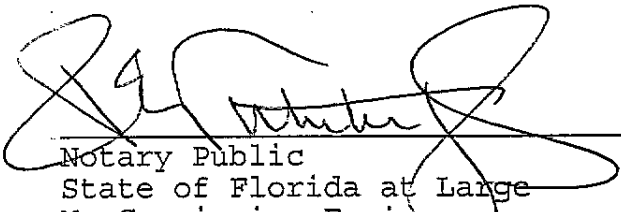
STATE OF FLORIDA  
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared HERBERT S. MASSEY, III, who is personally known to me, ~~or who has produced~~ \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 23rd day of April, 1999, at Lakeland, Florida.

(NOTARIAL SEAL)



  
Notary Public  
State of Florida at Large  
My Commission Expires:

To: The Department of State  
Tallahassee, Florida 32304

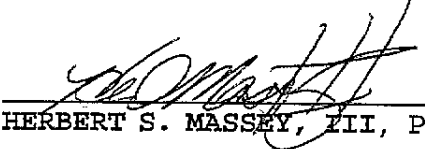
SECRET FILED  
DIVISION OF STATE  
CORPORATIONS  
99 APR 25 PM 3:42

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:


**IMMATERIAL GOODS, INC.**, with its place of business at 6209 South Russell Street, Tampa, Florida 33611, has named **HERBERT S. MASSEY, III**, located at 6209 South Russell Street, Tampa, Florida 33611, as its agent to accept service of process within Florida.

Dated: April 23, 1999.

  
HERBERT S. MASSEY, III, President

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated: April 23, 1999.

  
HERBERT S. MASSEY, III,  
Registered Agent