

LAW OFFICES OF
DRIS & STAVRAKIS, LLP
ATTORNEYS AND COUNSELORS AT LAW

A REGISTERED LIMITED LIABILITY PARTNERSHIP

MICHAEL E. DRIS
STEVE STAVRAKIS

999000039420

PLEASE REPLY TO:

X Clearwater Tarpon

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 23 PM 1:44

April 22, 1999

Via Overnight Mail

SECRETARY OF STATE
The Capitol, Plaza Level 2
Tallahassee, FL 32399-0250

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RE: Articles of Incorporation for OMIE, INC.

Dear Sir/Madame:

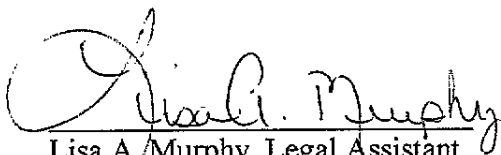
Enclosed please find the original and one (1) copy of the above-referenced Articles of Incorporation. Please process these Articles as soon as possible.

I have also enclosed this firm's check in the amount of \$70.00 to cover the filing fee. In addition, I have enclosed a self-addressed stamped envelope for your ease in returning a copy of the Articles.

Thank you for your prompt attention to this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,

DRIS & STAVRAKIS, LLP



Lisa A. Murphy, Legal Assistant
to Michael E. Dris, Esquire

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Enclosures

CLEARWATER OFFICE
2469 Enterprise Road, Suite B
Clearwater, FL 33763
Telephone (727) 724-8811
Telecopier (727) 724-8866

TARPON SPRINGS OFFICE
29 N. Pinellas Avenue
Tarpon Springs, FL 34689
Telephone (727) 943-8575
Telecopier (727) 943-8754

B. BROWN APR 30 1999

ARTICLES OF INCORPORATION

OF

OMIE, INC.

FILED
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The undersigned, acting as the incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "**Corporation**") under the Florida Business Corporation Act (the "**Act**"), as follows:

I.

Name

The name of the Corporation is *OMIE, INC.*

II.

Term of Existence

The date when corporate existence will commence is upon the filing of these Articles, in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

III.

Principal Office

The principal office of the Corporation is 3377 Crystal Court West, Unit E, Palm Harbor, Florida 34685.

IV.

Capital Stock

The Corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock, which will be designated Common Stock.

V.

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 2469 Enterprise Road, Suite B, Clearwater, Florida 33763, and the name of its initial registered agent at such address is MICHAEL E. DRIS, ESQ.

VI.
Directors

The Corporation will have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 but no more than 5 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

Name

Address

Catherine Koumianos

3377 Crystal Court West, Unit E
Palm Harbor, Florida 34685

VII.
Incorporator

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

Name

Address

Michael E. Dris

2469 Enterprise Road, Suite B
Clearwater, FL 33763

VIII.
Preemptive Rights

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his other preemptive rights by affirmative written notice of waiver within 30 days of receipt of notice of the Corporation's issuance of shares.

IX.
Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

ARTICLE X.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

XI.
Bylaws

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

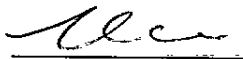
XII.
Indemnification

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

XIII.
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 April 20, 1999.



Michael E. Dris, Incorporator

ACCEPTANCE BY REGISTERED AGENT

FILED
SECRETARY OF STATE
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Having been named Registered Agent and designated to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I 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.

Dated: April 20, 1999



Michael E. Dris, Esquire