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REFERENCE : 285847 4303940

AUTHORIZATION :

Patricia Pizoto

COST LIMIT : \$ 78.75

ORDER DATE : June 24, 1999

ORDER TIME : 2:53 PM

ORDER NO. : 285847-005

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CUSTOMER NO: 4303940

CUSTOMER: Robert J. Grammig, Esq
HOLLAND & KNIGHT
HOLLAND & KNIGHT
Suite 2050
400 North Ashley Drive
Tampa, FL 33602

RECEIVED

99 JUN 24 PM 3:55

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: 21ST CENTURY VENTURE CAPITAL,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 24 PM 4:19

FILED

6/24/99
[Signature]

ARTICLES OF INCORPORATION
OF
21ST CENTURY VENTURE CAPITAL, INC.

FILED
99 JUN 24 PM 14:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of 21ST Century Venture Capital, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is 21st Century Venture Capital, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is 6090 Central Avenue, St. Petersburg, Florida 33707.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1201 Hayes Street, Tallahassee, Florida 32301 and the name of the corporation's initial registered agent at that address is Corporation Service Company.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one directors initially. The number of directors may be increased or decreased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

Name Address

William Edwards

6090 Central Avenue
St. Petersburg, Florida 33707

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator:

Name Address

Robert J. Grammig

400 N. Ashley Drive
Suite 2300
Tampa, Florida 33602

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

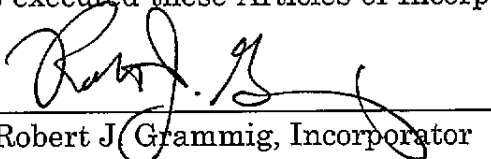
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 23rd day of June, 1999.


Robert J. Grammig, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That 21st Century Venture Capital, Inc. desiring to organize under the laws of
the State of Florida with its initial registered office, as indicated in the Articles of
Incorporation, at 1201 Hayes Street, Tallahassee, Florida 32301, has named Corporation
Service Company, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named
above, at the place designated in this certificate, I agree to act in that capacity, to
comply with the provisions of the Florida Business Corporation Act, and am
familiar with, and accept, the obligations of that position.

CORPORATION SERVICE COMPANY

Nelcorah M. Skipper, as agent

Date: June 23, 1999

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99 JUN 24 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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