

9/9/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -9 AM 10:23

September 8, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET #1
TALLAHASSEE, FL 32302

SUBJECT: GROUND COVER PRODUCTS INC.
Ref. Number: W99000020745

We have received your document for GROUND COVER PRODUCTS INC..
However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears
in your document.

Please return the original and one copy of your document, along with a copy of
this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 699A00044464

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF**

Ground Cover Products Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Ground Cover Products Inc.

The principal place of business of this corporation shall be:

1525 S. Andrews Avenue, Suite 216, Ft. Lauderdale, FL 33316.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

Fifteen Hundred (1,500) shares at No Par Value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Lyle T. Streveler
8755 Marigold Drive
New Port Richey, FL 34654

ARTICLE V - DIRECTORS

The name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified are:

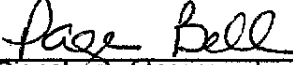
Lyle T. Streveler
8755 Marigold Drive
New Port Richey, FL 34654

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

Page Bell
CorpAmerica, Inc.
30 Old Rudnick Lane
Dover, Delaware 19901

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of September, 1999.



Signature of Incorporator

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DIVISION OF CORPORATIONS

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Ground Cover Products Inc.
2. The name and address of the registered agent and office is:

Lyle T. Streveler
8755 Marigold Drive
New Port Richey, FL 34654

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

By:


Lyle T. Streveler