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JOSEPH L. CREGAN

February 21, 1997

CERTIFIED MAIL NO. 7 161 158 980
RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 FEB 24 PM 12:37
SECTION 1
TALLAHASSEE, FLORIDA

Re: New Corporate Filing -- EAC International, Inc.

700002096087--1
-02/25/97--01010--002
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find new Articles of Incorporation for a new Florida Business Corporation named EAC International, Inc.. I have provided one original and one copy and ask that the copy be acknowledged as filed and returned to me at the address listed above. I have included a self addressed envelope for this purpose.

Also, please find enclosed a check for \$70, consisting of \$35 for the new corporation filing and another \$35 for the name reservation as specified in F.S.A. § 607.0122. If there are any difficulties encountered with this filing, please call me at (404) 233-7000, ext. 582.

Thank you for your assistance in this matter.

Very truly yours,

MORRIS, MANNING & MARTIN, L.L.P.

Joseph L. Cregan
Joseph L. Cregan

JLC:sec
Enclosure

cc: Mr. Curt Hagelman
Brian T. Casey, Esq.

TH
3-3-97
0233

ARTICLES OF INCORPORATION

OF

EAC INTERNATIONAL, INC.

I.

The name of the corporation is EAC International, Inc. (the "Corporation")

II.

The street address of the principal office of the Corporation is 5729 Puerto Del Sol Boulevard, St. Petersburg, Florida 33715. The mailing address of the principal office is the same as the street address.

III.

The total number of shares of capital stock that the Corporation is authorized to issue is one thousand (1,000), all of which are without par value and are of the same class of common stock.

IV.

The street address of the initial registered office of the Corporation in the State of Florida is 5729 Puerto Del Sol Boulevard, St. Petersburg, Florida 33715. The name of the initial registered agent of the Corporation at such registered office is Curt R. Hagelman. The written acceptance of the initial registered agent, as required by the provisions of § 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the sole incorporator and is made part of these Articles of Incorporation.

V.

The name and address of the sole incorporator is Curt R. Hagelman, 5729 Puerto Del Sol Boulevard, St. Petersburg, Florida 33715.

VI.

Each holder of a share of any capital stock of the Corporation shall have a preemptive right to acquire unissued shares of such capital stock.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VII.

The Corporation shall have all the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

"SOLE INCORPORATOR"



Curt R. Hagelman, Sole Incorporator

Date: 2/20/97

Having been named as the initial registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as the initial registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Curt R. Hagelman, Registered Agent

Date: 2/20/97

SECRET
TALLAHASSEE, FLORIDA

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