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FILED
APR 27 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P 99 0000 39557

April 26, 1999

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-04/27/99-01083-008
*****78.75 *****78.75

Secretary of State of Florida/Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

Re: A Yellow Plane, Inc.

Ladies and Gentlemen:

Enclosed are Articles of Incorporation, in duplicate, as prepared for A Yellow Plane, Inc. Also enclosed is our check in the amount of \$78.75 in payment of filing fees, registered agent fees and a certified copy of the Articles. Please return the certified copy of the articles to me.

Thank you for your cooperation with this matter.

Sincerely,

Jan E. Blanck,
Lawyer's Assistant to Clayton E. Parker

cc: Clayton E. Parker, Esq.

F. CHESSEY MAY 3 - 1999

ARTICLES OF INCORPORATION
OF
A YELLOW PLANE, INC.

The undersigned, acting as incorporator of A YELLOW PLANE, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation (the "Corporation") is A YELLOW PLANE, INC.

ARTICLE II

ADDRESS

The street address of this Corporation shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual commencing on April 23, 1999.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be c/o Kirkpatrick & Lockhart LLP, 20th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131, and the registered agent for the Corporation at that address shall be Clayton E. Parker.

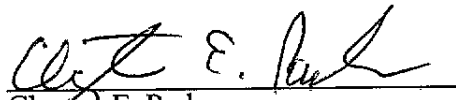
ARTICLE VII

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Clayton E. Parker	c/o Kirkpatrick & Lockhart LLP 201 South Biscayne Boulevard Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of April, 1999.



Clayton E. Parker,
Incorporator

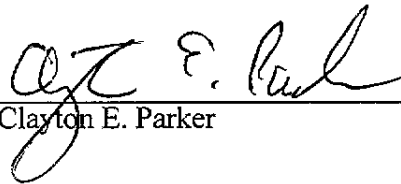
CERTIFICATE OF REGISTERED AGENT

OF

A YELLOW PLANE, INC.

Having been named to accept service of process for A YELLOW PLANE, INC., at the place designated in the foregoing Articles of Incorporation, Clayton E. Parker agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: April 23, 1999



Clayton E. Parker

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