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KEITH H. PARK

February 17, 2000

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

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****122.50 *****78.75

Re: Clif Perry Enterprises, Inc.
Our File No.: 2749

Dear Sir or Madam:

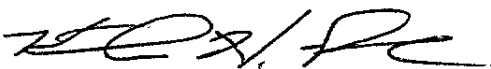
I am enclosing herewith for filing the original and one copy of the executed Articles of Incorporation for the above-referenced Florida corporation. Also enclosed is this firm's check payable to your order in the amount of \$122.50 representing the following:

Filing Fee for Articles of Incorporation	\$ 35.00
Certified copy of Certificate and Articles of Incorporation	\$ 52.50
Registered Agent Designation	<u>\$ 35.00</u>
TOTAL	<u>\$122.50</u>

FILED
00 FEB 18 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

When the Certificate and Articles of Incorporation are filed, I would appreciate your returning a certified copy to this office. Thank you for your assistance in this matter.

Very truly yours,



Keith H. Park

KHP/llk
Enclosures

T BROWN FEB 23 2000

ARTICLES OF INCORPORATION
OF
CLIF PERRY ENTERPRISES, INC.

FILED
00 FEB 18 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is:

Clif Perry Enterprises, Inc.

ARTICLE II - CORPORATE EXISTENCE

The corporation shall be in existence at the time of approval of the Articles of Incorporation by the Department of State and shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any activities and business permitted under the laws of the United States and Florida.

ARTICLE IV - PRINCIPAL OFFICE

The address of the principal office and the mailing address of the corporation is:

712 U.S. Highway One
Suite 301-1
North Palm Beach, Florida 33408

ARTICLE V - CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is seven thousand five hundred (7,500) shares of capital stock with a par value of One Dollar (\$1) per share. The shares of the corporation are not to be divided into classes.

ARTICLE VI - PREEMPTIVE RIGHTS

The holders of the capital stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, property or services from time to time, in addition to the stock authorized and issued by the corporation. Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII - STOCK TRANSFERS

No shareholder shall have a right to sell, sign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the last known address of the other shareholders of the corporation and to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of sixty (60) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of the shares as he may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the Corporation. A copy of such Articles is on file at the principal office of the Corporation."

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The initial street address in the State of Florida and the initial registered office of the corporation is:

712 U.S. Highway One
Suite 301-1
North Palm Beach, Florida 33408

and the name of the initial registered agent of the corporation at such address is:

Clifton W. Perry

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of Directors shall be increased or decreased from time to time as determined by the By-Laws, but shall never be less than one (1). The name and address of the initial Directors are:

Clifton W. Perry
712 U.S. Highway One
Suite 301-1
North Palm Beach, Florida 33408

ARTICLE X - INCORPORATOR

The name and residence address of the initial incorporator is:

Clifton W. Perry
712 U.S. Highway One
Suite 301-1
North Palm Beach, Florida 33408

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law. Neither the shareholders, Directors, officers nor agents of the said corporation shall be personally liable for debts or liabilities of the corporation, except as provided in Chapter 607 of the Florida Statutes.

ARTICLE XIII - SPECIAL PROVISIONS

The following special provisions shall govern this corporation:

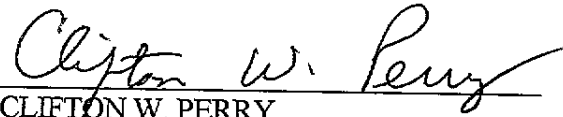
A. The time and place of annual shareholders' meetings shall be fixed and provided for in the By-Laws of the corporation. Notice of the shareholders' meetings shall be given in or by one of the methods prescribed by the laws of the State of Florida applicable to this corporation. Subject to such laws and to the provisions thereof, the method or methods whereby notice of the shareholders' meetings is given may be prescribed in and by the By-Laws.

B. Any shareholder may in writing waive notice of any meeting, either before, at or after the meeting. Subject to such limitations, if any, as may be contained in the By-Laws, when shareholders who hold a majority of the issued stock shall be present at a meeting, however called or notified, and shall sign a written consent thereto on the records of the meeting, the acts of such meeting shall be as valid as if legally called and notified.

C. The officers of the corporation shall be: President, Vice-President, Secretary and Treasurer, and such officers, agents and factors as may be deemed necessary or expedient and provided for in the By-Laws or by resolution of the Board of Directors. All officers, agents and factors shall be chosen in such a manner, have such qualifications, hold their offices for such terms, have such powers and perform such duties as appertain to their respective offices under the laws of Florida or a may be prescribed by the By-Laws or by resolution of the Board of Directors. Any person may hold two or more offices, except that the President may not also be the Vice-President.

D. The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders who are subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of FEBRUARY, 2000.


CLIFTON W. PERRY

STATE OF FLORIDA

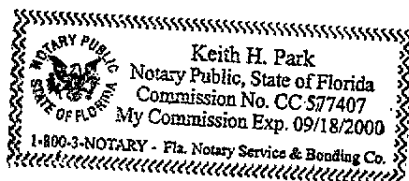
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared CLIFTON W. PERRY, well known to me to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 1st day of February, 2000.

My Commission Expires:

[Signature]
Notary Public
Printed Name: _____



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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.

Clifton W. Perry
CLIFTON W. PERRY

Date: FEBRUARY 17, 2000

FILED
00 FEB 18 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA