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OF COUNSEL

June 7, 2000

Florida Secretary of State
Attn: Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

VIA: **FEDERAL EXPRESS**
#8132 0290 6507

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*****70.00 *****70.00

Re: *INC*
Phipard Family Limited Partnership

Dear Sir / Madam:

Enclosed please find the originals of the following documents for filing:

- 1) Affidavit of Capital Contribution;
- 2) Certificate of Limited Partnership of The Nancy M. Phipard Family Limited Partnership, a Florida Limited Partnership; and
- 3) Acceptance of Appointment as Registered Agent;
- 4) Check in the amount of \$1,785.00, representing the filing fee for the partnership;
- 5) Articles of Incorporation for Phipard, Inc.;
- 6) Designation of Registered Agent for Phipard, Inc; and
- 7) Check in the amount of \$70.00, representing the filing fee for the corporation.

In addition thereto, I would appreciate your stamping the enclosed copies, evidencing your receipt of same, and returning in the overnight envelope provided for your convenience.

Thank you for your attention to this matter.

Very truly yours,

Frances E. Phillips
Frances E. Phillips
Legal Assistant

FILED
00 JUN -5 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

;fep
Encl.

**ARTICLES OF INCORPORATION
OF**

PHIPARD, INC.
a Florida corporation

**ARTICLE I
NAME**

The name of this Florida corporation is PHIPARD, INC.

**ARTICLE II
ADDRESS**

The mailing address of the corporation is 1630 Lands End, Rd, Manalapan, FL 33462.

**ARTICLE III
REGISTERED AGENT AND REGISTERED ADDRESS**

The name and address of the Registered Agent of the Corporation is NANCY M. PHIPARD,
Nancy M. Phipard, 1630 Lands End, Rd, Manalapan, FL 33462.

**ARTICLE IV
BOARD OF DIRECTORS**

The name of each member of the Corporations Board of Directors is:
NANCY M. PHIPARD

The affairs of the corporation shall be managed by a Board of Directors consisting of no less than one (1) director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

FILED
JUN -8 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
CAPITAL STOCK

The Corporation shall have the authority to issue 100 shares of common stock, par value \$0.01 per share.

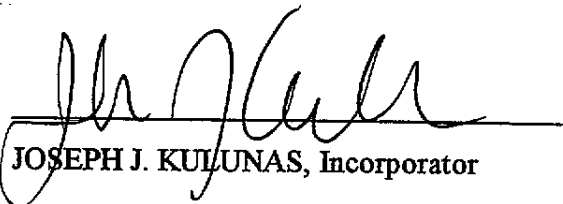
ARTICLE VI
INCORPORATOR

The name and address of the incorporator is Joseph J. Kulunas, Esquire, August & Kuhmas, PA, 250 Australian Avenue, S., Suite 1100, West Palm Beach, Florida 33401.

ARTICLE VII
CORPORATE EXISTENCE

These Articles of Incorporation shall become effective and the corporate existence will begin on the date of filing with the Secretary of State.

The undersigned Incorporator executed these Articles of Incorporation on 23rd
May, 2000.


JOSEPH J. KULUNAS, Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT

CORPORATION:

PHIPARD, Inc.

REGISTERED AGENT/OFFICE:

NANCY M. PHIPARD

1630 Lands End, Rd

Manalapan, FL 33462

FILED
00 JUN -8 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FL

I agree to act as Registered Agent to accept the service of process for the Corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

DATED: 5/23, 2000.

Nancy M. Phipard
NANCY M. PHIPARD, Registered Agent