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FILED

00 OCT 23 PM 2:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

18 October, 2000

Division of Corporations
Attention: Doris Brown
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is the Articles of Incorporation for Cypress
Capital, Inc., a new corporation, and also a check for the
\$78.75 fee. If you have any questions please do not
hesitate to call me at (800) 933-0652.

Positively,



Lee J. Blackwell
534 Spring Island Way
Orlando, FL 32828

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D. BROWN OCT 23 2000

ARTICLES OF INCORPORATION

OF

CYPRESS CAPITAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator of these Articles of Incorporation, a natural person Competent to contract, hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is CYPRESS CAPITAL, INC.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

CAPITAL STOCK

The amount of the capital stock which the corporation shall have authority to issue is 1500 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV

DURATION

The corporation is to exist perpetually commencing at the time of filing these Articles of Incorporation by the Department of State.

ARTICLE V

DIRECTORS

The corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but there shall never be more than four Directors. The name and street address of the initial Director of this corporation is:

Lee J. Blackwell
534 Spring Island Way
Orlando, FL 32828

ARTICLE VI

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Lee J. Blackwell
534 Spring Island Way
Orlando, FL 32828

ARTICLE VII

PRINCIPAL OFFICE OF CORPORATION

The principal address of this corporation shall be:

534 Spring Island Way
Orlando, FL 32828

ARTICLE VIII

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to reservation.

ARTICLE IX

BY-LAWS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the Corporation.

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 534 Spring Island Way, Orlando, Florida 32828, and the name of the initial Registered Agent at that address is: Lee J. Blackwell.

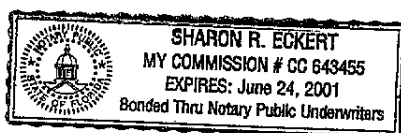
IN WITNESS WHEREOF, the undersigned, being the Incorporator, has executed these Articles of Incorporation.

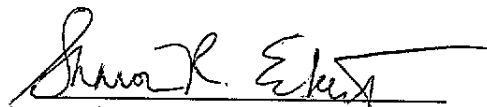

Lee J. Blackwell

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation of Cypress Capital, Inc., were acknowledged before me this 18 day of October, 2000 by Lee J. Blackwell, the Incorporator. Who is personally known to me or who produced _____ as identification.





Notary Public, State of
Florida at Large.

My commission Expires: 6/24/01

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Cypress Capital, Inc.
2. The name and address of the registered agent and office are:

Lee J. Blackwell
534 Spring Island Way
Orlando, FL 32828

Dated this 18 day of October, 2000.


Lee W. Blackwell
Incorporator

Having been named as Registered Agent and 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.


Lee J. Blackwell

DATED 10/18/00