

THE KOHN PARTNERSHIP, L.P.
Attorneys and Counselors at Law

MICHAEL E. KOHN*

7820 MARYLAND AVENUE
SAINT LOUIS, MISSOURI 63105

ARIZONA OFFICE
1200 NORTH EL DORADO PLACE
SUITE H-810
TUCSON, ARIZONA 85715

OF COUNSEL:
CATHERINE K. KOHN*
SIDNEY Y. KOHN*#
THOMAS C. PICCIOLI#

TEL. (314) 721-8888
FAX (314) 721-6609

TEL. (520) 721-4921
FAX (520) 722-5767

info@kohn-partnership.com

*Admitted Missouri Bar
#Admitted Arizona Bar

PO1000069850
July 16, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

900004475769--9
-07/16/01--01015--003
*****78.75 *****78.75

To Whom It May Concern:

Enclosed for filing are originals Articles of Incorporation for PKP Management, Inc.

Also enclosed is a check in the amount of \$78.75 to cover cost of filing.

Please return a certified copy in the enclosed envelope.

If you have any questions, please call me.

Very truly yours,

THE KOHN PARTNERSHIP, L.P.

By:


Lynne Hullinger
Trust and Billing Coordinator

Enclosures

FILED
01 JUL 13 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK JUL 16 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32300

FILED
01 JUL 13 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PKP MANAGEMENT, INC.
(To Be Submitted in Duplicate)**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Law, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation shall be PKP MANAGEMENT, INC.

ARTICLE TWO

The principal place of business and mailing address of the corporation 1322 Alcyon Court, Carlsbad, CA 92009.

ARTICLE THREE

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000).

ARTICLE FOUR

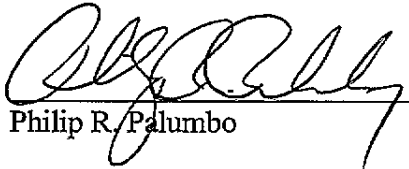
The address, including street and number, of the corporation's initial registered office in this state is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its initial agent at such address is C.T. Corporation System.

ARTICLE FIVE

The name and address of the incorporator is as follows:

Philip R. Palumbo
1322 Aicyon Court, Carlsbad, CA 92009

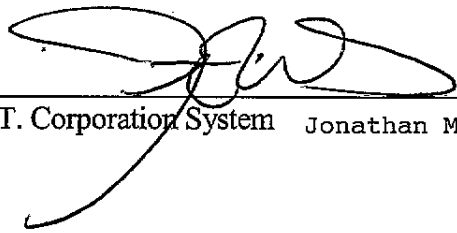
IN WITNESS WHEREOF, these Articles of Incorporation have been signed on ~~May~~ July
1, 2001.


Philip R. Palumbo

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above states 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 registeted agent.

July 10
DATE: ~~May~~ ____, 2001


C.T. Corporation System Jonathan Miles-Asst. Secy.