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THE KOHN PARTNERSHIP, L.P.

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November 5, 2001

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-11/09/01--01064--001
175.00 **78.75

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

To Whom It May Concern:

Enclosed for filing are the following original documents:

1. Articles of Incorporation - XKEV12 Management, Inc..
2. Certificate of Limited Partnership - Tirpitz Limited Partnership

Also enclosed is a check in the amount of \$175.00 to cover cost of filing.

Please return certified copies in the enclosed envelope. *2, pld*

If you have any questions, please call me.

Very truly yours,

THE KOHN PARTNERSHIP, L.P.

By:

Lynne Hullinger

Lynne Hullinger
Trust and Billing Coordinator

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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**ARTICLES OF INCORPORATION
OF
XKEV12 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 XKEV12 MANAGEMENT, INC.

ARTICLE TWO

The principal place of business and mailing address of the corporation 124 Sunset Hill Road, Statesville, North Carolina 28677.

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

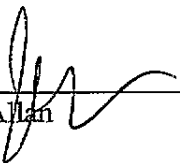
The address, including street and number, of the corporation's initial registered office in this state is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its initial agent at such address is CT Corporation System.

ARTICLE FIVE

The name and address of the incorporator is as follows:

John J. Allan
124 Sunset Hill Road, Statesville, North Carolina 28677

IN WITNESS WHEREOF, these Articles of Incorporation have been signed on November 2, 2001.



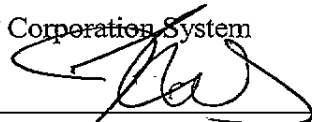
John J. Allan

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 registered agent.

DATE: November 5, 2001

CT Corporation System



J.L. Miles-Asst. Secy.

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