

P02000018750

LAW OFFICES OF
MAYER & KENNEDY

EARL E. MAYER, JR.*
P. TODD KENNEDY, P.A., LL.M. Taxation †
PAUL T. TRINLEY, LL.M. Taxation

* Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
To Matters of Federal Tax Law

MARK J. NOWICKI, P.A., Of Counsel †
Also Admitted in Colorado and Montana

† Board Certified in Taxation

THE FORUM - TOWER A
1675 PALM BEACH LAKES BLVD.
SUITE 700
WEST PALM BEACH, FL 33401
TEL: (561) 683-2484
FAX: (561) 684-3142
E-MAIL: Mayerkennedy@aol.com

February 11, 2002

Secretary of State
Division of Corporations
409 East Gaines Street (32301)
Post Office Box 6327
Tallahassee, FL 32314

200004924782--6
-02/14/02--01023--002
*****78.75 *****78.75

Re: FIVE PARTNERS MANAGEMENT, INC.

Dear Sir or Madam:

Enclosed is one (1) original and one (1) copy of the Articles of Incorporation and Registered Agent forms for the above captioned corporation.

Please file the original and return a certified copy to this office using the provided self-addressed, stamped envelope. Also enclosed is a check in the amount of \$78.75 for the following:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	8.75
Registered Agent Fee	<u>35.00</u>
TOTAL	\$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 14 PM 2:08

2-19-02
WC

Secretary of State
Division of Corporations
February 11, 2002
Page 2

If you have any questions, please do not hesitate to contact me.

Sincerely,

MAYER & KENNEDY



Paul T. Trinley

PTT/tas
Enclosures

**ARTICLES OF INCORPORATION
OF
FIVE PARTNERS MANAGEMENT, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 14 PM 2:08

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopts the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is **FIVE PARTNERS MANAGEMENT, INC.**

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 10,000,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 313 65th Trail North, West Palm Beach, FL 33413 and the name of the initial Registered Agent at that address is Murray D. Logan.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Murray D. Logan	313 65 th Trail North West Palm Beach, FL 33413

ARTICLE SEVEN

7.01 Five (5) directors shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The names and addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Murray D. Logan	313 65 th Trail North West Palm Beach, FL 33413
Clarence A. Vogel	313 65 th Trail North West Palm Beach, FL 33413
Edward F. O'Leary	313 65 th Trail North West Palm Beach, FL 33413
David A. Logan	313 65 th Trail North West Palm Beach, FL 33413
Andrew W. Logan, Sr.	313 65 th Trail North West Palm Beach, FL 33413

ARTICLE EIGHT

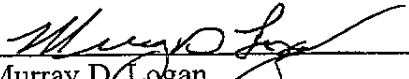
8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date these Articles of Incorporation are filed with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of
Incorporation this 8th day of February, 2002.

By:


Murray D. Logan,
Incorporator

\\Server\public\Logan2\DOCS\Five Partners\articles of incorporation.wpd

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that FIVE PARTNERS MANAGEMENT, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 313 65th Trail North, West Palm Beach, FL 33413.

Second, named Murray D. Logan, located at 313 65th Trail North, West Palm Beach, FL 33413, as its Agent to accept service of process within Florida.


Murray D. Logan,
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 14 PM 2:08

Date: February 8, 2002

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with provisions of all Statutes relative to the proper and complete performance of my duties.


Murray D. Logan, Registered Agent

Date: February 8, 2002