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LETTER OF TRANSMITTAL FOR
ARTICLES OF INCORPORATION

February 7, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Linda D. Penny, Inc.

Gentlemen:

Enclosed you will find an original and two copies of the Articles of Incorporation of Linda D. Penny, Inc. for filing by the Department of State in accordance with the Florida General Corporation Act.

You will also find a check payable to the Department of State in the amount of \$122.50 to cover the incorporation costs.

This certified copy of the Articles should be mailed to
Linda D. Penny
806 Virginia Avenue
St. Cloud, Florida 34769-3430

Thank you for your cooperation in this matter.

Sincerely,

Linda D. Penny
Linda D. Penny, Esq.

SPR PA.

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CORPORATIONS
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ARTICLES OF INCORPORATION
OF

Linda D. Penny, Inc.

ARTICLE I

The name of the corporation is Linda D. Penny, Inc.
(hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting
any or all lawful business for corporations organized under the
General Corporation Act of the State of Florida.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which the Corporation shall
have the authority to issue is 10 shares of Common Stock, par value
\$10.00 per share.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the
Corporation is 806 Virginia Avenue, St. Cloud, Florida and the name
of the initial registered agent of the Corporation at that address
is Linda D. Penny, Esq.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number
of directors may be either increased or decreased from time to time
as provided in the Bylaws of the Corporation, but shall never be
less than one.

The name and address of the initial directors of this Corporation
are:

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CLERK OF DISTRICT COURT
ST. CLAUD, FLORIDA

Name
Linda D. Penny

Address
806 Virginia Avenue
St. Cloud, Florida 34769

ARTICLE VII
PRINCIPAL OFFICE

The principal office of the Corporation is:

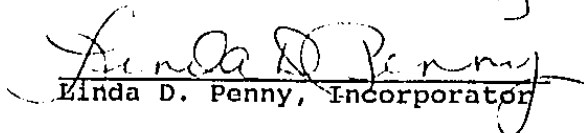
806 Virginia Avenue
St. Cloud, Florida 34769

ARTICLE VIII
REGISTERED OFFICE

The registered office of the Corporation is:

806 Virginia Avenue
St. Cloud, Florida 34769

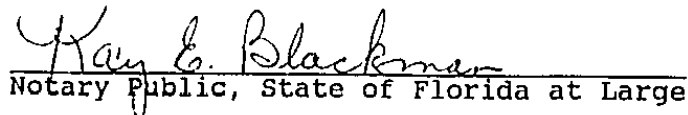
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9 day of February 1995.


Linda D. Penny, Incorporator

STATE OF FLORIDA)
COUNTY OF _____) SS.:

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Linda D. Penny known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 9th day of February, 1995.


Notary Public, State of Florida at Large

My commission expires:

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of February 1995.



KAY E. BLACKMAN
MY COMMISSION # CC 234876 EXPIRES
October 27, 1996
BONDED THRU FRYE FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

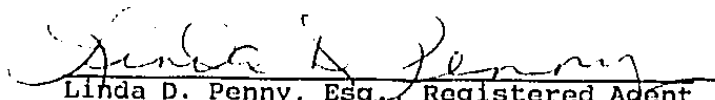
WITNESSETH

That Linda D. Penny, Inc. desiring to organize under the laws of the State of Florida, which will have its principal office in Osceola County, Florida, has named Linda D. Penny, Esq., whose address is 806 Virginia Avenue, St. Cloud, Florida 34769, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named by the Incorporator of Linda D. Penny, Inc. to accept service of process for the Corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent of the Corporation, and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 9th day of Feb, 1995


Linda D. Penny, Esq., Registered Agent

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