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March 29, 1995

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

FILED
95 APR -3 PM 1:59
TALLAHASSEE, FLORIDA

RE: PASSIONFLOWER, Inc.
Incorporation

900001446373
-04/03/95--01036--014
****122.50 ****122.50

Gentlemen:

Enclosed herewith please find executed original and copy of Articles of Incorporation with respect to PASSIONFLOWER, Inc.

Also enclosed please find our check in the amount of \$122.50 in payment of the following fees:

Designation of Registered Agent	35.00
Filing Fee	35.00
Certified Copy	<u>52.50</u>
TOTAL	\$122.50

Please file the Articles of Incorporation and return to the undersigned a certified copy of same. Thank you for your assistance in this matter.

Very truly yours,

J. D. Smith
For the Firm

ARTICLES OF INCORPORATION
OF
PASSIONFLOWER, INC.

FILED
95 MAR -3 PM 1:59
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this corporation is PASSIONFLOWER, INC. and its principal office is located at 120 S. Palafox Street, Pensacola, Florida 32501.

ARTICLE II
DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE III
PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock, all of one class and series.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

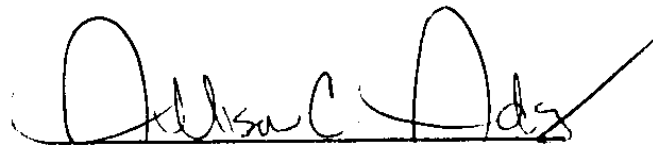
ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 120 S. Palafox Street and the name of this corporation's initial registered agent is Allison C. Adams.

ARTICLE VII
INCORPORATORS

The name and address of the incorporator is Allison C. Adams.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of March, 1995.


Allison C. Adams, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this ____ day of March, 1995, by Allison C. Adams, who personally appeared

before me and who is personally known to me or who has produced
_____ as identification.

Constance E. Hendrix
Notary Public, State of Florida

(Name of Acknowledger Printed)
Commission Expires: _____
Commission No.: _____

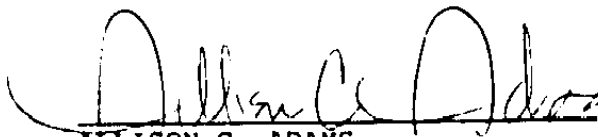
ceh\p2040. articles



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, ALLISON C. ADAMS, hereby accept the appointment as Registered Agent for PASSIONFLOWER, INC. as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have herunto set my hand and affixed my seal this 28 day of March, 1995.


ALLISON C. ADAMS

eeh\p20907\ra

FILED
03 APR -3 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA