

LAW OFFICES
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PROFESSIONAL ASSOCIATION

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June 16, 1995

Department of State
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32301

80000152819
-06/26/95--01077--003
*****70.00 *****70.00

Re: Special Purpose, Inc.

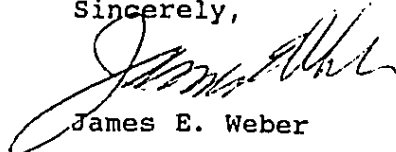
Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Registered agent fee	35.00

Please file the original of the enclosed Articles of Incorporation and return a conformed copy to the undersigned.

Sincerely,


James E. Weber

JW:kg
encs.

JUN 27 1995. BSB

FILED
95 JUN 26 AM 11:35
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SPECIAL PURPOSE, INC.

FILED
95 JUN 26 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE ONE

NAME

The name of the Corporation is **Special Purpose, Inc.**

ARTICLE TWO

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE THREE

PRINCIPAL OFFICE

The address of the principal office of the Corporation is 201 North Flagler Drive, Room 301, West Palm Beach, FL 33401.

ARTICLE FOUR

CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is Ten Thousand (10,000), all of which shall be common shares with a par value of \$1.00.

ARTICLE FIVE

PREEMPTIVE RIGHTS

Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

ARTICLE SIX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the Corporation's registered office is 201 North Flagler Drive, Room 301, West Palm Beach, FL 33401. The initial registered agent for the Corporation at that address is Charles D. Jacobs.

ARTICLE SEVEN

INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one (1) member. The number of directors may be increased by action of the board of directors. The name and address of the person who will serve on the initial board of directors is:

<u>Name</u>	<u>Address</u>
Charles D. Jacobs	201 North Flagler Drive, Room 301 West Palm Beach, FL 33401

ARTICLE EIGHT

INCORPORATOR


The name and street address of the incorporator is Charles D. Jacobs, 201 North Flagler Drive, Room 301, West Palm Beach, FL 33401.

ARTICLE NINE

INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 19 day of June, 1995.


CHARLES D. JACOBS
Incorporator

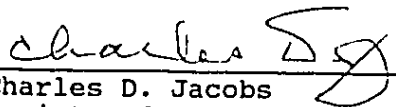
**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA**

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

Special Purpose, Inc. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 201 North Flagler Drive, Room 301, in the City of West Palm Beach, County of Palm Beach, State of Florida, has named Charles D. Jacobs as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.


Charles D. Jacobs
Registered Agent

FILED
95 JUN 26 AM 11:35
STATE
OF FLORIDA