



THE COMPANY CORPORATION

1113 N. Market Street • Wilmington, Delaware 19801-7451 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

November 1, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000002002320--6
-11/13/96--01026--010
*****70.00 *****70.00

RE: Parks Transfer Inc.
P3283510 PAR

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Parks Transfer Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Regina Cephas

Regina Cephas
Vice President

enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -6 AM 9:19

W96-23958

SN NOV 13 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1996

REGINA CEPHAS
1313 N. MARKET ST.
WILMINGTON, DE 19801-1151

SUBJECT: PARKS TRANSFER INC.
Ref. Number: W96000023958

We have received your document for PARKS TRANSFER INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 296A00051714



THE COMPANY CORPORATION

1113 N Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

December 27, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Parks Transfer Inc.
P3283510 PAR

Dear Sir or Madam:

Enclosed please find Certificate of Incorporation with corrections as requested for Parks Transfer Inc. A copy of your recent correspondence is enclosed for reference.

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-800-542-2677, ext. 7003, with questions regarding the enclosed application.

Sincerely,

Regina Cephias
Director Corporate Filings

enc.

ARTICLES OF INCORPORATION
OF
PARKS TRANSFER INC

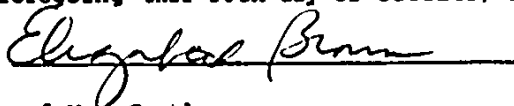
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN - 6 AM 9:20

The undersigned natural person(s), of the age of 21 or more, acting to and for a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST: The name of the corporation shall be Parks Transfer Inc.
- SECOND The address of the initial registered office of the corporation is 2457-A ste 130, S Hiwassee Rd., Orlando, FL 32835. The name of the registered agent is Wayne E. Parks.
- THIRD: The principal address of the corporation is same as above.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations be organized under the Florida Business Corporation Act.
- FIFTH: The total authorized stock of this corporation is divided into 1,500 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as Follows:
- Wayne E. Parks- 1004 Nin St., Orlando, FL 32835-5131.
Donna M. Parks- address same as above.
- SEVENTH: The duration of the coproration is perpetual.
- EIGHT: This is a Close Corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Elizabeth Brown 1313 N. Market St., Wilmington DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 30th day of October, 1996.

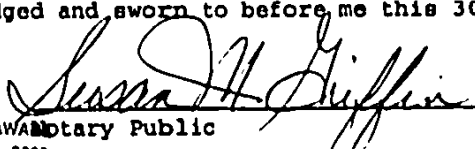


State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 30th day of October, 1996 by Elizabeth Brown.

SUSAN M. CRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000



This document was prepared by Elizabeth Brown, 1313 Market Street, Wilmington, DE 19801 (302) 575-0440

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

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this Parks Transfer Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Orlando, State of
Florida, has named Wayne E. Parks located at
2457 - A S. Hiawassee Road, Suite 130,
Orlando, FL 32835 as its agent for service of
process within Florida.

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 the provisions of all
statutes relative to the proper and complete performance of my duties.

Wayne E. Parks

12-14-96
Date

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