

222 Lakeview Avenue
Fourth Floor
Post Office Box 3188
West Palm Beach, Florida 33402-3188
407/653-5000
800/357-5192 (Florida Only)
FAX 407/653-5333

Attorneys at Law in
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Quarles & Brady

P97000012858

Direct Dial Number: (407) 653-5124

February 5, 1997

VIA FEDERAL EXPRESS
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Re: Clapp Estates International, Inc.

300002080453--7
-02/06/97--01095--004
****122.50 ****122.50

Dear Sir:

Enclosed are is one original and one copy of the Articles of Incorporation and Registered Agent forms for the above-referenced corporation.

The original is to be filed in your office and the copy is to be certified and returned to this office. Also enclosed is our firm check in the amount of \$122.50.

Receiving, filing and indexing
Articles of Incorporation

\$ 35.00

Certified copy of Articles of
Incorporation

\$ 52.50

Registered Agent Fee
TOTAL

\$ 35.00

\$122.50

Please give me a call me if there is any reason why these requests cannot be met promptly. Thank you for your attention to this matter.

Very truly yours,

QUARLES & BRADY

Susan D. Bober
Legal Assistant

Enclosures

QBWPB11106734.

R97-533

DMC
2-10-97

Same people have
R97-533

FILED
97 FEB -6 AM 10:19
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
CLAPP ESTATES INTERNATIONAL, INC.

FILED
97 FEB -6 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is Clapp Estates International, Inc.

ARTICLE II
Principal Office and Mailing Address

The address of the principal office of the corporation is 205 Worth Avenue, Suite 201, Palm Beach, Florida 33480.

ARTICLE III
Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV
Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V
Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

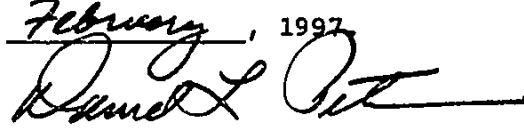
ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is 205 Worth Avenue, Suite 201, Palm Beach, Florida 33480, and the name of its initial registered agent at such address is Delilah R. Clapp.

ARTICLE VIII
Incorporator

The name and address of the incorporator is David L. Petersen, 222 Lakeview Avenue, Fourth Floor, West Palm Beach, Florida 33402.

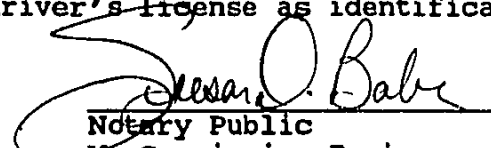
Executed this 3 day of February, 1997


David L. Petersen, Incorporator

STATE OF FLORIDA)
) SS
PALM BEACH COUNTY)

Personally appeared before me this 3rd day of February, 1997 the above-named David L. Petersen. He is personally known to me or has produced a driver's license as identification and did take an oath.

(NOTARY SEAL)

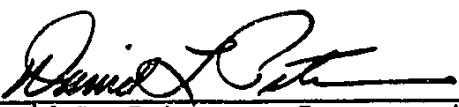

Notary Public
My Commission Expires:




**CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND
REGISTERED OFFICE FOR SERVICE OF PROCESS.**

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

1. That Clapp Estates International, Inc., desiring to
organize under the laws of the State of Florida, has named
Delilah R. Clapp located at 205 Worth Avenue, Suite 201, Palm
Beach, Florida 33480, as its agent to accept service of process
within Florida.


David L. Petersen, Incorporator
Dated: Feb 3, 1997

2. That, having been named to accept service of process
for the above-stated corporation, at the place designated in this
Certificate. The undersigned hereby agrees to act in this
capacity and agrees to comply with the provisions of Chapter
48.091, F.S., relative to keeping open said office.


Print Name: Delilah R. Clapp
Dated: Feb 3, 1997