

P970000 27879



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 309569 4387878

AUTHORIZATION :

Patricia Piquero

COST LIMIT : \$ 70.00

ORDER DATE : March 27, 1997

ORDER TIME : 9:44 AM

ORDER NO. : 309569-005

CUSTOMER NO: 4387878

CUSTOMER: John Farina, Esq
BOYES & FARINA, P.A.

200002125832--0

Suite 900
1601 Forum Place
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: DOUBLE EAGLE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

MAR 27 1997

57 MAR 27 1997

FILED
97 MAR 27 PM 1:10
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
DOUBLE EAGLE, INC.

THE UNDERSIGNED, acting as the sole incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation.

Article I -- Name

The name of this corporation shall be DOUBLE EAGLE, INC.

Article II -- Duration

The period of duration of this corporation is perpetual.

Article III -- Purpose

The purpose or purposes for which this corporation is organized is or are to engage in any activity or business permitted under the laws of the United States of America or of the State of Florida.

Article IV -- Authorized Shares

The aggregate number of shares that this corporation shall have the authority to issue is three thousand (3,000) shares of capital stock with at least a nominal value per share.

An initial issue of one thousand (1,000) shares of the capital stock of this corporation shall be issued for a nominal cash value per share.

The sum of the value of all shares of capital stock of this corporation that have been issued shall be the stated capital of this corporation at any particular time.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the board of directors, dividends payable in either cash, in property, or in shares of the capital stock of this corporation.

The shares of this corporation are not to be divided into classes.

This corporation is not authorized to issue shares in series.

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Article V -- Registered Agent

The initial street address of the initial registered office of this corporation is c/o Boyes & Farina, P.A., 1601 Forum Place, Suite 900, West Palm Beach, Florida 33401, and the name of the initial registered agent at such address is JOHN FARINA.

Article VI -- Directors

The initial board of directors of this corporation shall consist of three (3) members, who need not be a resident of the State of Florida or a shareholder of this corporation.

The names and addresses of the person who shall serve as directors of this corporation until the first annual meeting of the shareholders, or until her successors shall have been elected and qualified, are as follows: DONALD J. DONOHUE, III, c/o Boyes & Farina, P.A., 1601 Forum Place, Suite 900, West Palm Beach, Florida 33401; JERRY G. THOMPSON, c/o Boyes & Farina, P.A., 1601 Forum Place, Suite 900, West Palm Beach, Florida 33401; and KEVIN BAKER, c/o Boyes & Farina, P.A., 1601 Forum Place, Suite 900, West Palm Beach, Florida 33401.

Article VII -- Incorporators

The names and addresses of the initial incorporators of this corporation are as follows: DONALD J. DONOHUE, III, c/o Boyes & Farina, P.A., 1601 Forum Place, Suite 900, West Palm Beach, Florida 33401; JERRY G. THOMPSON, c/o Boyes & Farina, P.A., 1601 Forum Place, Suite 900, West Palm Beach, Florida 33401; and KEVIN BAKER, c/o Boyes & Farina, P.A., 1601 Forum Place, Suite 900, West Palm Beach, Florida 33401.

Article VIII -- Voting Requirement

An affirmative vote of two-thirds (2/3) of the shares of this corporation shall be required for any shareholder action.

Article IX -- Adoption and Amendment

The shareholders of this corporation shall have the power to adopt, amend, alter, change, or repeal the articles of incorporation when proposed and approved at a shareholders' meeting, with a vote of not less than two-thirds (2/3) of the shares of this corporation.

Article X -- Preemptive Rights

The holders of the capital stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the board of directors, such of

the shares of the stock of this corporation as may be issued for money, property or services, from time to time, in addition to that stock which is authorized and issued by this corporation. The preemptive rights of any holder shall be determined by the ratio of the authorized and issued shares of capital stock held by the holder to all of the shares of capital stock currently authorized and issued.

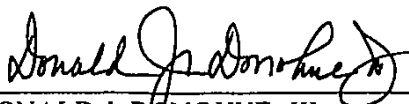
Article XI -- Principal Office

The address of the principal office of this corporation is c/o Boyes & Farina, P.A., 1601 Forum Place, Suite 900, West Palm Beach, Florida 33401.

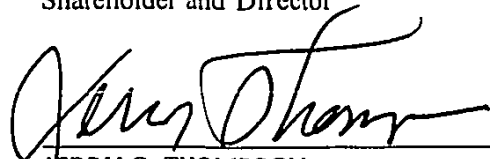
Article XII -- Cumulative Voting

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, and to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the president or vice president of this corporation not less than twenty four (24) hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his or her vote at said election.

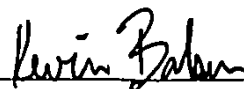
IN WITNESS WHEREOF, the undersigned have executed these articles of incorporation at West Palm Beach, Palm Beach County, Florida, on the _____ day of March, 1997.


DONALD J. DONOHUE, III,
Shareholder and Director

3-15-97
Date


JERRY G. THOMPSON,
Shareholder and Director

3-20-97
Date


KEVIN BAKER,
Shareholder and Director

3-20-97
Date

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

MARYA SUMMERS
Notary Public, State of Florida
My Comm. Expires Jan. 3, 2000
No. CC 522360
Bonded thru Official Notary Office
1-(800) 773-0121