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ACCOUNT NO. : 072100000032

REFERENCE : 388893 4304335

AUTHORIZATION : *Patricia Pappas*

COST LIMIT : \$ 70.00

ORDER DATE : May 13, 1997

ORDER TIME : 11:53 AM

ORDER NO. : 388893-005

CUSTOMER NO: 4304335

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CUSTOMER: Joan Donovan, Legal Assistant
KIRKLAND & ELLIS

Suite 5400
200 East Randolph Drive
Chicago, IL 60601

DOMESTIC FILING

NAME: BLUE EAGLE OF FLORIDA, 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: Warren Whittaker

EXAMINER'S INITIALS:

FILED
STATE
RECORDS

RECEIVED
97 MAY 14 PM 5:52
[Signature]

ARTICLES OF INCORPORATION
OF

BLUE EAGLE OF FLORIDA, INC.

FILED
SECRETARY OF STATE
97 MAR 11 1997

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act:

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is Blue Eagle of Florida, Inc.

SECOND: The street address, wherever located, of the principal office of the Corporation is 80 Lighthouse Drive, Tequesta, FL 33669.

The mailing address, wherever located, of the Corporation is 80 Lighthouse Drive, Tequesta, FL 33669.

THIRD: The street address of its initial registered agent and the name of its initial registered agent at such address are as follows:

John R. Walsh
80 Lighthouse Drive
Tequesta, Florida 33469

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 200 shares of Common Stock, \$.01 par value per share.

FIFTH: The name and address of the incorporator are:

NAME

ADDRESS

Joan D. Donovan

200 E. Randolph Drive
Chicago, IL 60601

SIXTH: The number of directors constituting the initial board of directors shall be three, and the names and addresses of said directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Daniel D. Foxman	175 Strafford Ave., Suite One Wayne, PA 19087
William Boos	175 Strafford Ave., Suite One Wayne, PA 19087
John R. Walsh	80 Lighthouse Drive Tequesta, FL 33669

SEVENTH: The purposes for which the Corporation is organized are to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise bot as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on May 13, 1997.


Joan D. Donovan, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



John R. Walsh

FILED
SECRETARY OF STATE
CORPORATIONS