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New Orleans, Louisiana
May 16, 1997

Secretary of State
Statutory Filings Division
Corporation Section
409 East Gaines Street
Tallahassee, FL 32399

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VIA FEDERAL EXPRESS

Re: Park One of Florida, Inc.
Our File No. 80546.003

Gentlemen:

Enclosed herein please find an original and two copies of the Articles of Incorporation of PARK ONE OF FLORIDA, INC. which we request you file into the records of the Secretary of State.

A check in the amount of \$122.500 is enclosed representing your filing fee. Please send the Certificate of Incorporation and certified copy of the Articles of Incorporation to the undersigned at the New Orleans address above. If you have any questions regarding this request, please give me a call at your earliest convenience.

Sincerely,

Eliane LeBlanc

Eliane LeBlanc
Corporate Paralegal

enclosures

2 2 1997

ARTICLES OF INCORPORATION

OF

PARK ONE OF FLORIDA, INC.

FILED
91 MAY 20 PM 8:43
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

PARK ONE OF FLORIDA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

601 Poydras Street
Suite 2009
New Orleans, LA 70130

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

ARTICLE V PREEMPTIVE RIGHTS

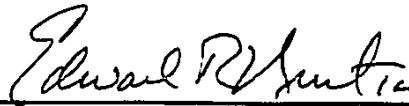
The shareholders shall have preemptive rights.

ARTICLE V INCORPORATOR(S)

The name and street address of the incorporator to these Articles of incorporation is:

Edward R. Urrutia
601 Poydras Street
Suite 2009
New Orleans, LA 7030

The undersigned has(have) executed these Articles of Incorporation this 19th day of May, 1997



Edward R. Urrutia, Incorporator

PARK ONE OF FLORIDA, INC.

Acceptance by the Registered Agent as required in Section 607.0501
(3)F.S.: C T Corporation System is familiar with and accepts the obligations
provided for in Section 605.0505.

Dated May 16, 1997

C T Corporation System



E. A. Wallace,
Assistant Secretary

FILED
97 MAY 20 AM 8:43
TALLAHASSEE, FLORIDA