

P97000047035



ACCOUNT NO. : 072100000032

REFERENCE : 406445 4311473

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 122.50

ORDER DATE : May 28, 1997

ORDER TIME : 10:22 AM

ORDER NO. : 406445-005

7000002193447--S

CUSTOMER NO: 4311473

CUSTOMER: Marcia Cox, Legal Assistant
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

FILED
MAY 28 1997
FLORIDA

DOMESTIC FILING

NAME: PIEDMONT INVESTMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

[Handwritten signature/initials]

S

8N MAY 28 1997

**ARTICLES OF INCORPORATION
OF
PIEDMONT INVESTMENT, INC.**

FILED
JAN 23 PM 3:05
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **PIEDMONT INVESTMENT, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 2650 East Imperial Hwy., Suite 209, Brea, California 92621.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

Name

Address

Corporation Service Company

1201 Hays Street
Tallahassee, FL 32301

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of the Corporation is:

Name

Address

Virgil Wilton Lane, Jr.

2650 East Imperial Hwy.
Suite 209
Brea, California 92621

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Virgil Wilton Lane, Jr.

Address

2650 Imperial Hwy.
Suite 209
Brea, California 92621

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 23 day of May, 1997.



Virgil Wilton Lane, Jr., Incorporator

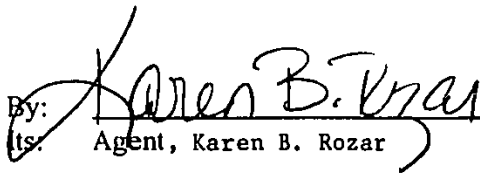
ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing
Articles of Incorporation and state that I am familiar with and accept the obligations of Section
607.0501 of the Florida Statutes.

Corporation Service Company

By: 
Its: Agent, Karen B. Rozar

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FILE
TALLAHASSEE, FLORIDA
JUN 3 1997