

STEEL ■
HECTOR
■ DAVIS

Steel Hector & Davis LLP
1900 Phillips Point West
777 South Flagler Drive
West Palm Beach, Florida 33401-6198
561.650.7200
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Denise A. Gordon
561.650.7273

June 2, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/04/97--01094--007
*****70.00 *****70.00

Re: EP Florida One, Inc.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Office and Registered Agent for the above corporation and a check for \$70.00.

Please return the additional copy of the Articles and the Certificate marked "Filed" to me in the enclosed self-addressed, stamped envelope.

Thank you for your assistance and cooperation.

Very truly yours,



Denise A. Gordon

DAG/lb
Enclosures

WPB/102375-1

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Miami
305.577.7000
305.577.7001 Fax

Tallahassee
904.222.2300
904.222.0410 Fax

Key West
305.202.7272
305.202.7271 Fax

Caracas
582.051.4105
582.951.4100 Fax

ARTICLES OF INCORPORATION
OF
EP FLORIDA ONE, INC.

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DIVISION OF CORPORATIONS

1. The name of the corporation is EP Florida One, Inc. (the "Corporation").
2. The street address and the mailing address of the initial principal office of the Corporation is Attn: Denise A. Gordon, Esq. c/o Steel Hector & Davis LLP, 1900 Phillips Point West, 777 South Flagler Drive, West Palm Beach, Florida 33401-6198.
3. The Corporation shall have the authority to issue 100 shares of common stock, par value \$.01 per share.
4. The name and street address of the initial registered agent of the Corporation is Denise A. Gordon, Esq. c/o Steel Hector & Davis LLP, 1900 Phillips Point West, 777 South Flagler Drive, West Palm Beach, Florida 33401-6198.
5. The name and address of the incorporator is Denise A. Gordon, Esq. c/o Steel Hector & Davis LLP, 1900 Phillips Point West, 777 South Flagler Drive, West Palm Beach, Florida 33401-6198.
6. Pursuant to Section 607.0801(2), Florida Statutes, all corporate powers of the Corporation shall be exercised by or under the authority of the shareholders. The business affairs of the Corporation shall be managed by the shareholders.

Dated: June 2, 1997


Denise A. Gordon, Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE


PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is EP Florida One, Inc.
2. The name and address of the registered agent and office is

Denise A. Gordon, Esq.
c/o Steel Hector & Davis LLP
1900 Phillips Point West
777 South Flagler Drive
West Palm Beach, Florida 33401-6198.

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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.

Dated: June 2, 1997.


(Signature)

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