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Corporate Records Bureau
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

VIA FEDERAL EXPRESS

100002260531--4
-08/07/97--01048--016

Re: Keith Preston Phillips Management Co., Inc.

****122.50 ****122.50

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation. Please file one original and certify and return one original to me. A self-addressed envelope is included for your convenience.

Also enclosed is our firm check in the amount of \$122.50, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	<u>52.50</u>
	Total	\$122.50

97 AUG -7 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes
Nancy Barnes, Paralegal

NRB/trh
Enclosures

cc: Keith Preston Phillips Management Co., Inc.

**ARTICLES OF INCORPORATION
OF
KEITH PRESTON PHILLIPS MANAGEMENT CO., INC.**

FILED
97 AUG -7 AM 11:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: Keith Preston Phillips Management Co., Inc.

ARTICLE 2

Mailing Address

The mailing address of this corporation is 1400 Battleground Avenue, Suite 203, Greensboro, North Carolina 27408.

ARTICLE 3

Shares

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 100 South Ashley Drive, Suite 1190, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Andrew M. O'Malley.

ARTICLE 5

Incorporator

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

Andrew M. O'Malley
100 South Ashley Drive, Suite 1190
Tampa, Florida 33602

ARTICLE 6

Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Keith Preston Phillips
Suite 203
1400 Battleground Avenue
Greensboro, NC 27408

Jon Cranford
Suite 203
1400 Battleground Avenue
Greensboro, NC 27408

Edward V. Zotian
Suite 700
380 Knollwood Street
Winston-Salem, NC 27103

The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 6th day of August, 1997.

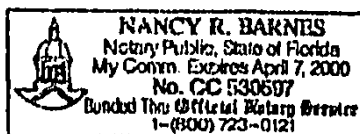


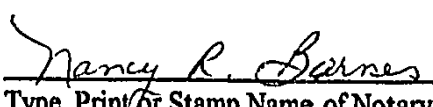
Andrew M. O'Malley

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 6th day of August, 1997 by Andrew M. O'Malley.

SEAL





Type, Print or Stamp Name of Notary

Personally known X
or Produced Identification _____
Type of Identification Produced _____

Acceptance of Registered Agent

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



Andrew M. O'Malley

FILED
97 AUG -7 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA