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November 14, 1997

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

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-11/17/97--01128--003
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Re: M.L.V.P., Inc.

Dear Sir or Madam:

Enclosed please find an original and a duplicate of the Articles of Incorporation and of the Acceptance of Registered Agent for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 which represents the following:

Receiving, filing and indexing Articles of Incorporation	\$ 70.00
Certified copy of Articles of Incorporation	52.50
Original Certificate of Good Standing	<u>8.75</u>
Total	\$131.25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 17 PM 2:54

The original is to be filed in your office and the copy certified and returned to this office using the enclosed stamped, self-addressed envelope.

Please telephone me if there is any reason why the Articles will not be filed immediately.

Sincerely,



Robert A. Kramer, P.A.

RAK/lb
Enclosures

ARTICLES OF INCORPORATION

OF

M.L.V.P., INC.

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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:

M.L.V.P., INC. ("Corporation").

Article II. Principal Office. The initial principal place of business and mailing address of this Corporation shall be: 316 South Baylen Street, Suite 600, Pensacola, Florida 32501.

Article III. Capital Stock. The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock, having a par value of \$1.00 per share.

Article IV. Address of Registered Office and Name of Registered Agent. The street address of the initial registered office of this Corporation in the State of Florida is 316 South Baylen Street, Suite 600, Pensacola, Florida 32501, and the name of the initial registered agent of the Corporation at that address shall be Martin H. Levin.

Article V. Incorporator. The name and street address of the person signing the Articles of Incorporation is:


Martin L. Levin

316 S. Baylen St., Ste. 600

Pensacola, Florida 32501

Article VI. Term of Existence. The Corporation shall have perpetual existence.

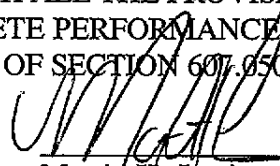
The undersigned incorporator has executed these Article of Incorporation this 14 day of November, 1997.



Martin H. Levin, Sole Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR M.L.V.P., INC., A FLORIDA CORPORATION, (THE "CORPORATION"), IN THE FOREGOING ARTICLES OF INCORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION OF THE CORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT, ON BEHALF OF THE CORPORATION, AND ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND AGREES TO ACCEPT THE OBLIGATIONS AND RESPONSIBILITIES IMPOSED UPON REGISTERED AGENTS FOR THE CORPORATION AND FURTHER AGREES TO COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND TO ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



Martin H. Levin

Dated: November 14, 1997

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