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ACCOUNT NO. : 072100000032

REFERENCE : 614932 4313196

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 26, 1997

ORDER TIME : 10:54 AM

ORDER NO. : 614932-005

CUSTOMER NO: 4313196

CUSTOMER: Steve L. Henderson, Esq
MOSS, HENDERSON ET AL.

817 Beachland Blvd. Bx 3406

Vero Beach, FL 32964

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-11/26/97-01063-003
****122.50 ****122.50

DOMESTIC FILING

NAME: U-LINE, INC.

EFFECTIVE DATE:

XXX 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: Andrew Cumper

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 26 PM 1:49

RECEIVED
97 NOV 26 AM 11:25
DIVISION OF CORPORATION

68-92-11
SM

**ARTICLES OF INCORPORATION
OF
U-LINE, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: U-LINE, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares, Class A common stock \$1.00 par value (voting) and 1,000 shares, Class B common stock (nonvoting) of \$1.00 par value common stock.

ARTICLE V

QUORUM FOR STOCKHOLDERS MEETING

Unless otherwise provided for in the Corporation's By-Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street and mailing address of the initial registered office of this corporation is 817 Beachland Boulevard, Vero Beach, Florida, 32963, and the name of the initial registered agent of this corporation is Steve L. Henderson, Attorney, whose street and mailing address is 817 Beachland Boulevard, Vero Beach, Florida 32963.

The principal place of business and mailing address of the corporation shall be 3200 Airport West Drive, Suite B, Vero Beach, Florida 32960.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished from time to time in the manner provided in the By-Laws, but shall never be less than one. The name of the initial Director of the corporation is as follows:

<u>Name</u>	<u>Address</u>
Gerald Panhelozl	3200 Airport West Drive, Suite B Vero Beach, Florida 32960
Ulrike Mattes	3200 Airport West Drive, Suite B Vero Beach, Florida 32960

ARTICLE VIII

INCORPORATORS

The name and address of the corporation's incorporator is:

Steve L. Henderson, Attorney
817 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE IX

RESTRICTIONS ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the Corporation's By-Laws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

ARTICLE X

INDEMNIFICATION


The corporation shall indemnify its officers, directors and authorized agents, for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XI

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights, pursuant to the provisions of Florida Statute 607.0630 (1995).

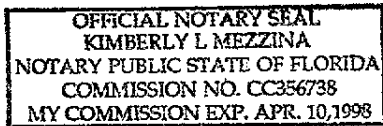
IN WITNESS WHEREOF, I have subscribed my hand this 25th day of NOVEMBER, 1997.



Steve L. Henderson, Attorney
Incorporator and
Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 25th day of NOVEMBER, 1997 by Steve L. Henderson who is personally known to me.

(Notarial Stamp)




NOTARY PUBLIC
Name
State of Florida
My Commission No:
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **U-LINE, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Vero Beach, County of Indian River, State of Florida, has named Steve L. Henderson, Attorney, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-styled corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Steve L. Henderson
Attorney

(C:\DATA\U-LINE\ARTICLES)

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