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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

200002374872--4
-12/17/97--01059--004
*****70.00 *****70.00

CORPORATION(S) NAME

Courtesy Mery, Inc.

Profit-Acts.

NonProfit

Limited Liability Company

Foreign

Amendment

Merger

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of R.A.

Limited Liability Partnership

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THANKS, MELANIE ☺

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CR2E031 (1-89)

K. Rolfe DEC 17

**STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
COURTESY MERGER, INC.**

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TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of section 607.0401 is Courtesy Merger, Inc.

SECOND: The street and mailing address of the initial principal office of the corporation is 950 Echo Lane, Suite 350, Houston, Texas 77024.

THIRD: The total number of shares of all classes of stock which the corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock of the par value of One Cent (\$0.01) per share.

FOURTH: The street address of the initial registered office of the corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324. The name of its registered agent at such address is CT Corporation System.

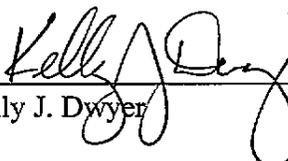
FIFTH: The name of the incorporator is Kelly J. Dwyer and his mailing address is c/o Vinson & Elkins L.L.P., 2300 First City Tower, 1001 Fannin, Houston, Texas 77002-6760.

SIXTH: The names and mailing addresses of the directors, who shall serve until the first annual meeting of stockholders or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
James S. Carroll	3101 N. State Road 7 Hollywood, Florida 33021
Scott L. Thompson	950 Echo Lane, Suite 350 Houston, Texas 77024
Frank R. Todaro	950 Echo Lane, Suite 350 Houston, Texas 77024

SEVENTH: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

The undersigned has executed these Articles of Incorporation this 16th day of December, 1997.

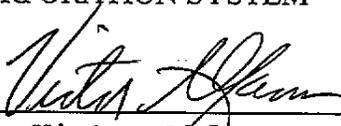


Kelly J. Dwyer

Acceptance by the Registered Agent as required in section 607.0501 (3) F.S.: CT Corporation System is familiar with and accepts the obligations provided for in section 607.0505.

Dated this 16th day of December, 1997.

CT CORPORATION SYSTEM

By: 
Name: Victor Alfano
Title: Assistant Secretary

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