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HAWKINS, HAWKINS & BURT

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

501 SOUTH RIDGEWOOD AVENUE

DAYTONA BEACH, FLORIDA 32114-4986

ALFRED E. HAWKINS, P.A.
DONALD E. HAWKINS, P.A.
DAVID A. BURT, P.A.

TELEPHONE (904) 252-4499
FAX (904) 258-1311

December 18, 1997

Corporation Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

Re: PEPPER, INC.

Gentlemen:

Please find enclosed for filing, original and one (1) copy of Articles of Incorporation for the above Corporation, together with Certificate of Registered Agent.. Also enclosed is check in the amount of \$122.50, representing the following:

Filing Fee:	\$ 35.00
Certified Copy of Articles:	52.50
Registered Agent:	35.00


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****122.50 ****122.50

TOTAL: \$122.50

Please return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance in this matter.

Yours very truly,
HAWKINS, HAWKINS & BURT


Donald E. Hawkins, PA

DEH:Lak

Encls.

cc: Mr. Allen D. Brinckerhoff

FILED
97 DEC 22 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 12-24-97

ARTICLES OF INCORPORATION
OF
PEPPER, INC.

FILED
97 DEC 22 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being persons competent to contract, do hereby subscribe and form a corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME/PRINCIPAL PLACE OF BUSINESS

The name of this Corporation is PEPPER, INC.

The principal place of business is 1837 Windermere Down Place, Windermere, Florida 34786.

ARTICLE II - NATURE OF BUSINESS

This Corporation may engage in any activity of legal business permitted under the Laws of the United States of America and of this State.

ARTICLE III - CAPITAL STOCK

The total amount of authorized capital stock of this Corporation is One Hundred (100) shares, without nominal or par value. Stock may be paid for in cash, in property, labor or services, at a just valuation to be fixed by the Board of Directors. Property, labor or services may be purchased and paid for with capital stock at a just valuation of such property, labor or services to be fixed by the Board of Directors. Each holder of record of such capital stock shall, at all elections of Directors of the Corporation, be entitled to as many votes as shall equal the number of shares so held by said stockholders.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is Five Hundred (\$500.00) Dollars.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The Corporation shall designate DONALD E. HAWKINS, P.A., as its Registered Agent, and shall maintain its registered office at 501 South Ridgewood Avenue, Daytona Beach, Florida 32114, pursuant to Section 607.034, Fla.Stat.

ARTICLE VII - DIRECTORS

The Corporation shall initially have one (1) Director, whose name and address is as follows:

<u>Name</u>	<u>Address</u>
ALLEN D. BRINCKERHOFF	1837 Windermere Down Place Windermere, Florida 34786

The initial number of Directors shall remain the same until or unless the stockholders at the annual meeting or at the organizational meeting shall see fit to increase the number of Directors.

ARTICLE VIII - STOCKHOLDERS

The names and addresses of the subscribers to these Articles of Incorporation and the shares of capital stock to be held by said subscribers are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
ALLEN D. BRINCKERHOFF	1836 Windermere Down Pl. Windermere, FL 34786	((100 shares to be held as
JANE B. BRINCKERHOFF	1836 Windermere Down Pl. Windermere, FL 34786	(joint tenants with right (of survivorship

ARTICLE IX - OFFICERS

The officer of the Corporation shall be a President. The Board of Directors may, at its discretion, provide for each other officer as it sees fit. Until the first annual meeting of the Corporation, the following shall be the officer of the Corporation:


<u>Name and Address</u>	<u>Office</u>
ALLEN D. BRINCKERHOFF 1837 Windermere Down Place Windermere, Florida 34786	President

ARTICLE X - MEETINGS

The first meeting of the Corporation shall be held on the 5th day of January, 1998, at 9:00 A.M., for the purpose of completing the organization of the Corporation, adopting the By-Laws and transacting all the business which may come before the meeting. The regular annual meeting of the stockholders shall be held on the 5th day of January of each year. There shall be a regular annual meeting of the Directors immediately following the annual stockholders' meeting of each year during the life of this Corporation. Special meetings of the stockholders may be held upon call by the President or two-thirds (2/3) of the stockholders. Special meetings of the Directors may be held upon call by the Chairman of the Board of Directors or by two-thirds (2/3) of the Directors.

IN WITNESS WHEREOF, we, the undersigned, being the original subscribers to the capital stock of this Corporation, for the purpose of forming a Corporation under the Laws of the State of Florida, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do agree to take the number of shares of stock hereinabove set forth, and accordingly hereunder have set our hands and seals this 10 day of December, 1997.


ALLEN D. BRINCKERHOFF

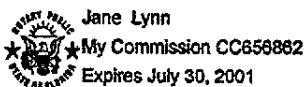

JANE B. BRINCKERHOFF

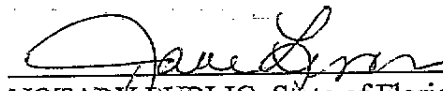
STATE OF FLORIDA)

COUNTY OF Orange)

BEFORE ME, the undersigned authority, this day personally appeared ALLEN D. BRINCKERHOFF and JANE B. BRINCKERHOFF, who are personally known to me and who are well known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes expressed therein as their voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this 10 day of Dec, 1997.




NOTARY PUBLIC, State of Florida at Large
Print Notary Name: Jane Lynn
Notary Commission # CC 856262
My Commission Expires: 7-30-2001

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

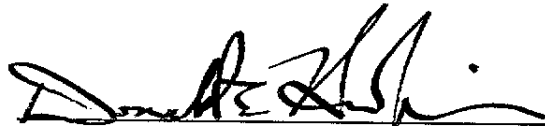
PEPPER, INC.

In compliance with Section 48.091, Fla. Stat., the following is submitted:

That PEPPER, 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 Daytona Beach, County of Volusia, State of Florida, has named DONALD E. HAWKINS, P.A., 501 South Ridgewood Avenue, Daytona Beach, Volusia County, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated 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.



DONALD E. HAWKINS, P.A.
Registered Agent

FILED
97 DEC 22 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA