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Law Offices

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January 28, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

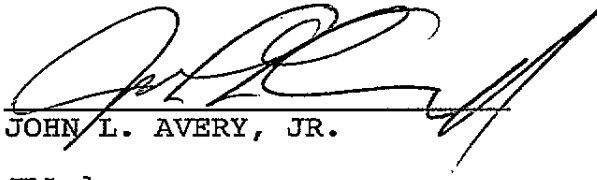
Re: Kippenberger & Associates, Inc.

Dear Sir or Madam:

Enclosed please find documents to incorporate the above-referenced company. A check in the amount of \$131.25 is enclosed for the filing fees, a certified copy of the Articles of Incorporation, the Registered Agent Designation, and a Certificate of Status.

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

Sincerely,



JOHN L. AVERY, JR.

JLA:lar

Enclosures

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FILED
98 JAN 30 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-3-98

ARTICLES OF INCORPORATION
OF
KIPPENBERGER & ASSOCIATES, INC.

FILED
98 JAN 30 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator incorporates the above corporation under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporations for profit in accordance with Chapter 607 of the Florida Statutes as last amended.

ARTICLE ONE

The name of the corporation shall be KIPPENBERGER & ASSOCIATES, INC.

ARTICLE TWO

The purpose of the corporation is to do any and all things authorized under the laws of the State of Florida and, in addition, this corporation shall have all of those powers enumerated in Section 607.011 of the Florida Statutes as last amended and those powers necessary and convenient to effect its purpose.

ARTICLE THREE

The total number of shares of stock that may be issued is Five Hundred (500) shares of common stock with a par value of one dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting held for that purpose; and cash, property, labor or services may be acquired or paid for with the capital stock of this corporation at a just valuation likewise to be fixed by the Board of Directors.

ARTICLE FOUR

The Registered Agent for this corporation shall be JACK E. KIPPENBERGER, and the principal office of the corporation shall be located at 17 Rio Vista Drive, Jupiter, Tequesta 33469.

ARTICLE FIVE

The Board of Directors shall consist of one (1) person. The name and address of the Director is:

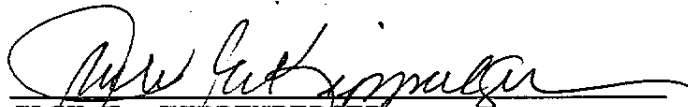
JACK E. KIPPENBERGER
17 Rio Vista Drive
Tequesta, FL 33469

ARTICLE SIX

The name and address of the Incorporator is:

JACK E. KIPPENBERGER
17 Rio Vista Drive
Tequesta, FL 33469

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Jupiter, Palm Beach County, Florida on this 28th day of January, 1998.



JACK E. KIPPENBERGER

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that, on this 28th day of January, 1998,
before me, the undersigned authority, personally appeared JACK E.
KIPPENBERGER, to me known to be the person of said name described
in the foregoing, or who has produced _____
as identification, who did (did not) take an oath, and who
acknowledged to me that he executed the foregoing Articles of
Incorporation of KIPPENBERGER & ASSOCIATES, INC., as his free and
voluntary act and deed for the uses and purposes therein set forth
and expressed.

WITNESS my hand and official seal of the date first written
above at Jupiter, Palm Beach County, Florida.

[SEAL]



Linda A. Roberts
MY COMMISSION # CC527698 EXPIRES
February 3, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Linda A. Roberts
NOTARY PUBLIC, State of Florida
at Large
Printed Name: LINDA A. ROBERTS
My Commission Expires: 2/3/2000
My Commission Number: CC527698


CORPORATE RESOLUTION

It is hereby resolved, by the undersigned director and shareholder of KIPPENBERGER & ASSOCIATES, INC., that Jack E. Kippenberger shall be President of that corporation and have the authority to execute all documents necessary to bind that corporation for any debts or obligations.

Jack E. Kippenberger will serve as President of KIPPENBERGER & ASSOCIATES, INC. until such time as a new election is called by the director.

Dated this 28th day of January, 1998.

BY:



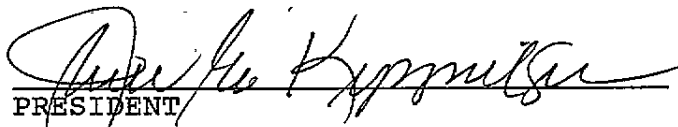
Jack E. Kippenberger

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the Provisions of 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Officer/Registered Agent, in the State of Florida.

1. The name of the corporation is Kippenberger & Associates, Inc.
2. The name and address of the Registered Agent and Office is:

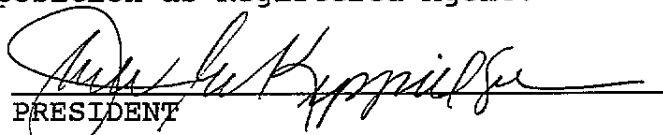
JACK E. KIPPENBERGER
17 Rio Vista Drive
Tequesta, FL 33469



PRESIDENT

DATE: 1-28-98

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in the Certificate, I hereby accept the appointment as 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.



PRESIDENT

DATE: 1-28-98

FILED
98 JAN 30 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA