

02/25/1998

15:30

561.694.1639

MIAMI BEACH OFFICE

PAGE 01

P98000018456

2/25/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:51 PM

((H98000003833 4)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS ENTERPRISES, INC.
CONTACT: FRANK A RODRIGUEZ
PHONE: (561)775-9980

ACCT#: 072100000245

FAX #: (561)694-1639

NAME: CYPRESS CAPITAL PARTNERS INC.

AUDIT NUMBER.....H98000003833

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 PM 4:06

2/25

H98000003833

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Cypress Capital Partners Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 PM 4:06

Article II. Address

The mailing address of the Corporation is:
Cypress Capital Partners Inc.
800 Laurel Oak Drive, Suite 200
Naples FL 34108

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Edwin P. McLaury
Norman L. Norris

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

H98000003833

H98000003833

Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 25, 1998.

The undersigned incorporator executed these Articles of Incorporation on February 25, 1998.


CORPORATE CREATIONS INTERNATIONAL INC.
Frank A. Rodriguez President

Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

H98000003833

H98000003833

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

Cypress Capital Partners Inc.

REGISTERED AGENT/OFFICE:Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 PM 4:06

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

CORPORATE CREATIONS ENTERPRISES INC.
Frank A. Rodriguez, President

Date: February 25, 1998

Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

H98000003833