

Document Number Only

1 CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

900002490589--8  
-04/16/98--01087--025  
\*\*\*131.25 \*\*\*131.25

ESA 1569, Inc.

- |                                                        |                                                 |                                             |
|--------------------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> Profit - Accts.    | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Foreign                       | <input type="checkbox"/> Fict. Filing           | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> UCC-1              |
| <input type="checkbox"/> Reinstatement                 |                                                 | <input checked="" type="checkbox"/> CUS     |
| <input type="checkbox"/> Limited Liability Partnership |                                                 |                                             |
| <input checked="" type="checkbox"/> Certified Copy     |                                                 |                                             |
| <input type="checkbox"/> Call When Ready               | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In            | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                      |                                                 |                                             |

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98 APR 16 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Thanks, Melanie

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DIVISION OF CORPORATION

CR2E031 (1-89)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ESA 1569, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, causes to be executed the following Articles of Incorporation:

ARTICLE 1. NAME. The name of the Corporation is ESA 1569, Inc.

ARTICLE 2. PURPOSES. The purpose of the Corporation is to engage in such activities and exercise such other powers permitted to Corporations under the laws of the State of Florida.

ARTICLE 3. CORPORATE EXISTENCE. The existence of the Corporation shall begin when these Articles are filed with the Secretary of State.

ARTICLE 4. CAPITALIZATION. The aggregate number of shares which the Corporation is authorized to issue is 1,000, having a par value of \$.01 each. All stock is common stock.

ARTICLE 5. REGISTERED OFFICE AND REGISTERED AGENT. The address of the Corporation's initial registered office in Florida is CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324; the name of its initial registered agent at that address is CT Corporation System.

ARTICLE 6. PRINCIPAL OFFICE. The mailing address of the initial principal office of the Corporation is 450 East Las Olas Boulevard, Suite 1100, Fort Lauderdale, Florida 33301.

ARTICLE 7. PERSONAL LIABILITY OF DIRECTORS. The personal liability of any director of the Corporation is hereby eliminated to the fullest extent permitted by the Florida Business Corporation Act, as the same may be amended and supplemented.

ARTICLE 8. INDEMNIFICATION. The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said code from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said code, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in said directors official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has

ceased to be a director, officer, employee, or agent and shall enure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE 9. AMENDMENT OF BYLAWS. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the Corporation.

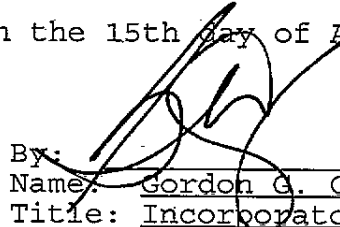
ARTICLE 10. PREEMPTIVE RIGHTS ABOLISHED. No shares issued by the Corporation shall be subject to any preemptive rights.

ARTICLE 11. INCORPORATORS. The name and address of each incorporator is:

Name: Gordon G. Cooper, Esquire  
Address: P.O. Drawer 5587  
Spartanburg, SC 29304  
(864) 582-8121  
Fla. Bar No.: 172715

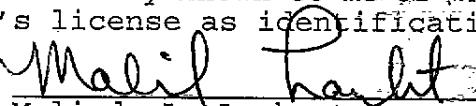
ARTICLE 12. DIRECTORS. The number of Directors of this Corporation shall not be less than one (1).

Executed by the undersigned on the 15th day of April, 1998.

By:   
Name: Gordon G. Cooper, Esq.  
Title: Incorporator

STATE OF South Carolina  
COUNTY OF Spartanburg

Sworn to and subscribed before me this 15th day of April, 1998 by Gordon G. Cooper, Esq., who is personally known to me or who has produced his South Carolina driver's license as identification.

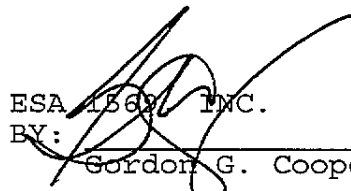
  
Malinda L. Lambert  
NOTARY PUBLIC  
My Commission Expires 10/26/04

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

IN COMPLIANCE WITH SECTION 48.091 OF THE FLORIDA STATUTES, the  
following is submitted:

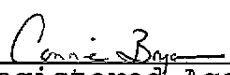
FIRST, that ESA 1569, INC., desiring to organize or qualify  
under the laws of the State of Florida as a corporation for profit,  
with its principal place of business in the City of Fort  
Lauderdale, County of Broward, State of Florida, has named CT  
Corporation System, located at 1200 South Pine Island Road, City of  
Plantation, State of Florida, as its agent to accept service of  
process within Florida.

ESA 1569, INC.

BY:   
Gordon G. Cooper, Esq.

Dated: April 15, 1998

HAVING BEEN NAMED to accept service of process for the above  
stated corporation, at the place designated in this Certificate, I  
hereby agree to act in this capacity, and I further agree to comply  
with the provisions of all statutes relative to the proper and  
complete performance of my duties as such.

  
Registered Agent

Dated: 4-16-98

98 APR 16 PM 1:52  
TALLAHASSEE, FLORIDA  
FILED

Special Asst. Secretary