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98 MAY -8 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P98000042817

May 7, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-05/08/98--01096--004
*****70.00 *****70.00

Ladies and Gentlemen:

Enclosed for filing are (i) Articles of Incorporation of Pepann, Inc. and (ii) the related certificate of registered agent. My check, in the amount of \$70 made payable to the Florida Department of State, is also enclosed to pay the \$35 filing fee for the Articles of Organization and the \$35 filing fee for the certificate of registered agent.

I would sincerely appreciate any help you can rendered in expediting these filings, including returning proof of filing, including the enclosed conformed copy of them with a file-stamp on the same, to me in the enclosed Federal Express envelope. Please call me collect at (713) 546-5093 with any questions you may have concerning this matter. Thank you for your assistance.

Very truly yours,

Barbara Ann Leavine

Barbara Ann Leavine

DIANA D. DANIEL, MAIL SERVICES
WEIL, GOTSHAL & MANGES LLP
700 LOUISIANA, SUITE 1600
HOUSTON TX 77002-2784
(713) 546-5000

Enclosures

F. CHESSEY MAY 12 1998

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**ARTICLES OF INCORPORATION
OF
PEPANN, INC.**

I, the undersigned, a natural person of the age of eighteen years or more, acting as incorporator of a corporation organized under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

1. **NAME.** The name of the Corporation is Pepann, Inc. (the "Corporation").

2. **ADDRESS.** The street address of the initial principal office and the mailing address of the Corporation is 737 Gran Kaymen Way, Apollo Beach, Florida 33572.

3. **SHARES; PREEMPTIVE RIGHTS.** The aggregate number of shares the Corporation is authorized to issue is 1,000 shares of \$.01 par value each. The shares are designated as common stock and each share of stock shall have identical rights and privileges in every respect. The Corporation elects to have preemptive rights and all shareholders shall have full preemptive rights.

4. **REGISTERED OFFICE AND AGENT.** The street address of the Corporation's initial registered office is 737 Gran Kaymen Way, Apollo Beach, Florida 33572 and the name of its initial registered agent at that office is Gene D. Leavine.

5. **PURPOSE.** The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

6. **BYLAWS.** The initial bylaws shall be adopted by the Board of Directors. The shareholders of the Corporation hereby delegate to the Board of Directors power to adopt, alter, amend or repeal the bylaws of the Corporation; provided, however, that such bylaws may be altered, amended or repealed by a majority vote of the shareholders at any regular or special meeting, and provided, further, that notice of the proposed alteration, amendment or repeal is contained in the notice of such meeting.

7. **SHAREHOLDERS VOTE.** (a) With respect to any action to be taken by the shareholders of the Corporation, the proposed action shall be adopted upon receiving the affirmative vote of at least a majority of the outstanding shares entitled to vote thereon.

(b) Any action required to be taken at any annual or special meeting of the shareholders, or any action which may be taken at any annual or special meeting of the shareholders, may be taken without a meeting, without prior notice, and without a vote, if consent or consents in writing, setting forth the actions so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

8. **INDEMNIFICATION.** The Corporation shall indemnify, to the extent provided in this Section 8, (i) any director, officer, agent or employee of the Corporation, (ii) any former director, officer, agent or employee of the Corporation, and (iii) any person who may have served at the Corporation request as a director, officer, agent or employee of another corporation in which the Corporation owns or has owned stock, or of which it is or has been a creditor. The indemnification provided for herein shall be to the full extent allowable or required by the provisions of Section 607.0850 of the Florida Business Corporation Act, as now or hereafter amended. These rights of indemnification and reimbursement shall not be exclusive of any other rights to which such person may be entitled by law, bylaw, agreement, shareholders' vote or otherwise; provided, however, that such additional rights of indemnification and reimbursement are not expressly made void by the provisions of Section 607.0850 of the Florida Business Corporation Act.

9. **INITIAL DIRECTORS.** The number of directors constituting the initial board of directors is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

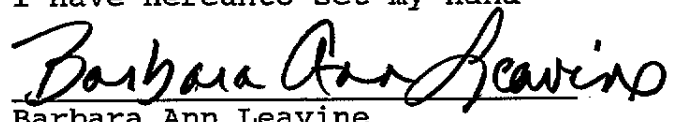
<u>Name</u>	<u>Address</u>
Barbara Ann Leavine	505 Bayland Houston, Texas 77009

Wilburn W. Leavine

505 Bayland
Houston, Texas 77009

10. **INCORPORATOR.** The name and address of the incorporator is Barbara Ann Leavine, 505 Bayland, Houston, Texas 77009.

IN WITNESS WHEREOF, I have hereunto set my hand
this 7th day of May, 1998.


Barbara Ann Leavine
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 (3), FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Pepann, Inc.
2. The name and address of the registered agent and office is Gene D. Leavine, 737 Gran Kaymen Way, Apollo Beach, Florida 33572.

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this 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 provided for in Section 607.0505, Florida Statutes of my position as registered agent.

Gene D. Leavine
Gene D. Leavine
Dated as of May 7, 1998

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