

P980000047425

McGUIRE, PRATT, MASIO & FARRANCE, P.A.

ATTORNEYS AT LAW

1001 3rd Avenue West
Suite 600
Bradenton, Florida 34205

HUGH E. McGUIRE, JR.
CHARLES J. PRATT, JR.
CAROL A. MASIO
ROBERT A. FARRANCE*
JOHN W. KAKLIS

CARTER H. PARRY (1920-1997)

MAILING ADDRESS:
POST OFFICE BOX 1866
BRADENTON, FLORIDA 34206

Telephone: (941) 748-7076
Facsimile: (941) 747-9774
E-mail: MPMF@pcsonline.com
*CERTIFIED FAMILY LAW MEDIATOR

May 20, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

700002535317--1
-05/26/98--01080--002
*****70.00 *****70.00

Re: PALF, INC.

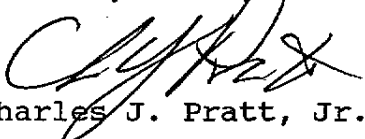
Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent for the above corporation, together with a check in the amount of \$70.00 for the filing fees. Please furnish us with a file stamped copy of the Articles of Incorporation upon filing same.

Thank you in advance for your prompt attention and cooperation to this matter. If you should have any questions, please feel free to contact my office.

Sincerely yours,

McGUIRE, PRATT, MASIO & FARRANCE, P.A.


Charles J. Pratt, Jr.

CJP/kjd
Enclosure

FILED
98 MAY 26 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

915-28-98

ARTICLES OF INCORPORATION
OF
PALF, INC.

FILED
98 MAY 26 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be **PALF, INC.**

ARTICLE II

The principal place of business and mailing address of the corporation is:

3122 Live Oaks Lane
Palmetto, Florida 34221

ARTICLE III

The number of shares the corporation is authorized to issue is 1,000 shares.

ARTICLE IV

The name and street address of the initial registered agent is:

McGUIRE, PRATT, MASIO & FARRANCE, P.A.
1001 3rd Avenue West, Suite 600
Bradenton, Florida 34205

ARTICLE V

The name and street address of the incorporator to these Articles of Incorporation is:

McGUIRE, PRATT, MASIO & FARRANCE, P.A.
1001 3rd Avenue West, Suite 600
Bradenton, Florida 34205

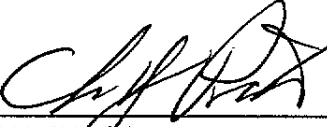
ARTICLE VI

Each shareholder of the corporation shall be entitled to full pre-emptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or

securities of the corporation convertible into or carrying a right to subscribe to or acquire shares, which may be issued from time to time by the corporation. In no case shall these preemptive rights exist for a period in excess of 30 days from their first being offered to the shareholders.

IN WITNESS WHEREOF, I, the undersigned incorporator, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge the foregoing Articles of Incorporation, for the purposes herein set forth this 20 day of May, 1998.

McGUIRE, PRATT, MASIO & FARRANCE, P.A.

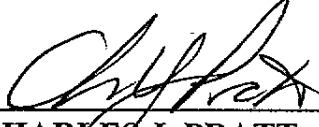


CHARLES J. PRATT, JR., Vice President

ACKNOWLEDGMENT OF REGISTERED AGENT

I AM FAMILIAR WITH THE DUTIES AND OBLIGATIONS OF THE POSITION AS REGISTERED AGENT AND HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT.

McGUIRE, PRATT, MASIO & FARRANCE, P.A.



CHARLES J. PRATT, JR., Vice President
DATED: May 20, 1998

FILED
98 MAY 26 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA