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ACCOUNT NO. : 072100000032

REFERENCE: 869417 168512A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE: June 24, 1998

ORDER TIME : 8:47 AM

ORDER NO. : 869417-005

CUSTOMER NO: 168512A

700002572447--0

CUSTOMER: Jeffrey Becker, Esq

HIDAY & RICKE, P.A.

Suite 102

8375 Dix Ellis Trail Jacksonville, FL 32256

DOMESTIC FILING

NAME:

FILIS PROPERTIES INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

W98-14618

EXAMINER'S INITIALS:



June 25, 1998

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: ELLIS PROPERTIES, INC.

Ref. Number: W98000014618

RESUBMIT

Please give original submission date as file date.

WAREHOUSE, INC.

We have received your document for ELLIS<PROPERTIES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

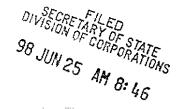
The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden Document Specialist

Letter Number: 198A00034962



ARTICLES OF INCORPORATION

OF

ELLIS WAREHOUSE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: ELLIS WAREHOUSE, INC.

The address of the principal office of this corporation shall be 3508 Cardinal Point Drive, Jacksonville, Florida 32257 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

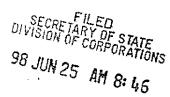
William G. Duguid

3508 Cardinal Point Drive Dir./Pres./V. Pres./Sec./Treas.

Jacksonville, Florida 32257

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.



ARTICLE VIII. INCORPORATOR

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

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 25, 1998

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

Its Agent, Waren B. Rozar

GLS/rpt ____