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OF COUNSEL

January 13, 1999

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*BOARD CERTIFIED IN APPELLATE PRACTICE

PERSONAL AND CONFIDENTIAL

Ms. Terri Buckley
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

400002746574--5
-01/19/99--01134--004

122.50 **78.75

Re: Fairchild Enterprises, Inc.

Dear Ms. Buckley:

With regard to the above-referenced corporation, enclosed are the articles of incorporation, along with an additional copy for certification. Also enclosed is this firm's check in the amount of \$122.50, in payment of the following fees:

Filing fee for the articles	\$ 35.00
Designation of and acceptance of resident agent	35.00
One certified copy of articles of incorporation	52.50
	<u>\$122.50</u>

Thank you for your assistance in this matter.


Very truly yours,



Richard F. Wheeler

RFW/tlp
Enclosures
a:\fairchild\secretary.sta

FILED
99 JAN 19 PM 2:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JAN 25 1999
1661 52 NW


ARTICLES OF INCORPORATION
OF
FAIRCHILD ENTERPRISES, INC.

FILED
99 JAN 19 PM 2:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of the corporation is Fairchild Enterprises, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the corporation is 11523 Corwin Street, Gibsonton, Florida 33534, and the corporation's mailing address is Post Office Box 546, Gibsonton, Florida 33534.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock, having a par value of One Dollar (\$1.00) per share. There shall be only one class of stock.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11523 Corwin Street, Gibsonton, Florida 33534, and the name of the initial registered agent of the corporation at this address is Lauren E. Fairchild.

ARTICLE V. INITIAL DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time as provided for in the bylaws, but shall never be fewer than one. The names and addresses of the directors of this corporation are:

Robert J. Fairchild
Post Office Box 546
Gibsonton, Florida 33534

Lauren E. Fairchild
Post Office Box 546
Gibsonton, Florida 33534

ARTICLE VI. INCORPORATOR

The name and address of the person signing these articles are:

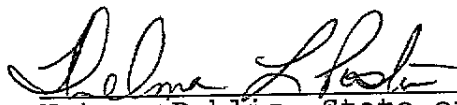
Robert J. Fairchild
Post Office Box 546
Gibsonston, Florida 33534

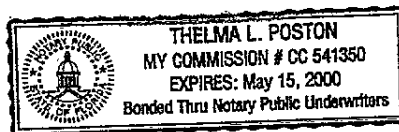
IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of incorporation on this 12th day of January, 1999.


Robert J. Fairchild

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12th day of January, 1999, by Robert J. Fairchild, who is personally known to me or who has presented NA as identification.


Notary Public, State of Florida
Thelma L. Poston
(Printed name of notary)
My Commission Expires: 5/15/00



ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

THE UNDERSIGNED, Lauren E. Fairchild, hereby agrees to serve as Registered Agent for Fairchild Enterprises, Inc., until further notice.


Lauren E. Fairchild

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SECRETARY OF STATE
TALLAHASSEE FLORIDA