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June 29, 1999

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Att: Carolyn Batten, Document Specialist

Re: Ref. Number: WW99000014134
Letter Number: 599A00032519

Dear Ms. Batten:

Enclosed herein please find original and copy of Articles of Incorporation of *Financially Liquid Investment Properties, Inc.*, as well as a Certificate of Designation designating the registered agent and registered office. Please file this and confirm this to me in writing.

Sincerely,



Leland W. Wooten, Jr.

LWW:cf
Enc.

Cook\Secret.Sta

FILED
99 JUL -1 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CP
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 17, 1999

LELAND W. WOOTEN, JR., ESQ.
670 N. COURTENAY PKWY., STE. 7
MERRITT ISLAND, FL 32953

SUBJECT: FLORIDA INVESTMENT PROPERTIES, INC.
Ref. Number: W99000014134

We have received your document for FLORIDA INVESTMENT PROPERTIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

As per our telephone conversation I am returning your Articles per your request.

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) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 599A00032519

ARTICLES OF INCORPORATION
OF
FINANCIALLY LIQUID INVESTMENT PROPERTIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

FINANCIALLY LIQUID INVESTMENT PROPERTIES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to engage in and operate a business of buying, selling, and developing real estate, and to transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be a single class of common stock of a par value of \$1.00.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right

to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the principal office and the initial registered office of this corporation is: 4975 Pinewood Place, Cocoa, Florida 32926, and the name of the initial registered agent of this corporation at that address is: WALLACE R. COOK.

**ARTICLE VII - INITIAL
BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

- | | |
|---|--|
| (1) Wallace R. Cook
4975 Pinewood Place
Cocoa, FL 32926 | (2) Judith A. Cook
4975 Pinewood Place
Cocoa, FL 32926 |
|---|--|

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

Wallace R. Cook 4975 Pinewood Pl. Cocoa, FL 32926	Judith A. Cook 4975 Pinewood Pl. Cocoa, FL 32926
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**ARTICLE IX - EXAMINATION OF
CORPORATE RECORDS**

The Board of Directors from time to time shall determine whether and to what extent, and at which times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to the inspection

of the shareholders, and no shareholder shall have any right to inspect any document of the corporation, except as conferred by statute or authorized by the Board of Directors, or by resolution by the shareholders.

**ARTICLE X - OFFICERS NOT REQUIRED
TO BE SHAREHOLDERS**

No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or is a director or officer, or are directors or officers, of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in, any such contract or transaction of the corporation, or in which the corporation is interested, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from his contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in anywise be interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.


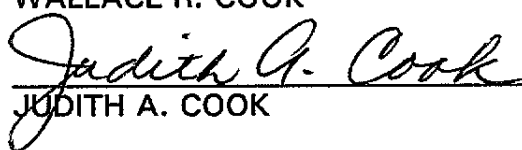
ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

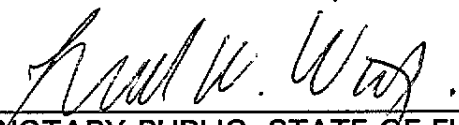
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 13th day of June, 1999.


WALLACE R. COOK

JUDITH A. COOK

STATE OF FLORIDA
COUNTY OF BREVARD


BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared WALLACE R. COOK and JUDITH A. COOK, who by me being duly sworn, who are personally known to me or who produced _____ as identification, and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13th day of June, 1999.


NOTARY PUBLIC, STATE OF FLORIDA
Printed Name of Notary:

Commission No. _____
My Commission Expires:

Corp\Cook.Art

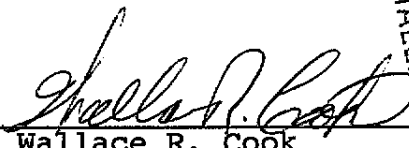
 Leland W Wooten Jr
My Commission CC715965
Expires February 12, 2002

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: FINANCIALLY LIQUID INVESTMENT PROPERTIES, INC.
2. The name and address of the registered agent and office is:

WALLACE R. COOK
4975 Pinewood Place
Cocoa, FL 32926

SIGNATURE 
TITLE Incorporator/Director
DATE June 29, 1999

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
WALLACE R. COOK
REGISTERED AGENT

DATE June 29, 1999