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July 26, 1999

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

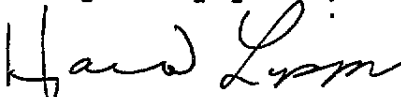
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-07/28/99-01024-017
*****87.50 *****87.50

Re: 5-Year, Inc.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the articles of incorporation, the Certificate Designating Registered Agent and Office, and our firm's check in the amount of \$87.50, to cover the filing fee.

Thank you for your assistance with this matter.
Very truly yours,


Harold S. Lippes

HSL/ccv
Enclosures

44064.1

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99 JUL 28 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/3/99 TS

**ARTICLES OF INCORPORATION
OF
5-YEAR, INC.**

The undersigned, acting as incorporator of 5-Year, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is:

5-Year, Inc.

ARTICLE II: ADDRESS

The mailing address of the corporation is:

6745 Phillips Industrial Blvd.
Jacksonville, Florida 32256

ARTICLE III: COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 a.m. on the date of filing of these Articles of Incorporation.

ARTICLE IV: PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V: AUTHORIZED SHARES

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

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 6745 Phillips Industrial Blvd., Jacksonville, Florida 32256, and the name of the corporation's initial registered agent at that address is Derek Siewert.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial director is:

99 JUL 28 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Name

Address

Derek Siewert

6745 Phillips Industrial Blvd.
Jacksonville, FL 32256

ARTICLE VIII: INCORPORATOR

The name and street address of the incorporator is:

Name

Address

Derek Siewert

6745 Phillips Industrial Blvd.
Jacksonville, FL 32256

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

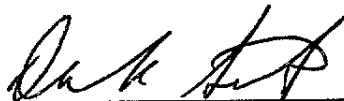
ARTICLE IX: BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X: AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 26th day of July, 1999.



Derek Siewert
5-Year, Inc.

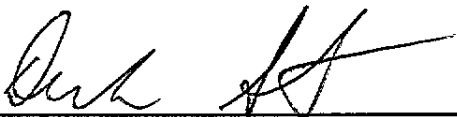
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That 5-Year, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 6745 Phillips Industrial Blvd., Jacksonville, FL 32256, has named Derek Siewert as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept obligations of that position.



Derek Siewert
Registered Agent

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