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October 26, 1999

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

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*****78.75 *****78.75

Re: Articles of Incorporation for
Panhead II, Inc.

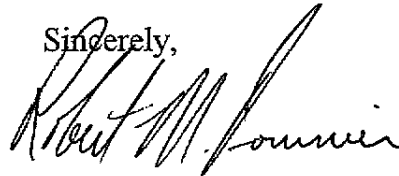
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above corporation, the Certificate of Designation of Registered Agent and a check in the amount of \$78.75 made payable to the Department of State to cover the following:

- \$35.00 - Filing fee for Articles of Incorporation;
- \$35.00 - Filing fee for Certificate of Designation of Registered Agent;
- \$ 8.75 - Certified copy of Articles (to be returned to the attention of the undersigned at the above address).

Please note that the sole incorporator of Panhead II, Inc. is James E. Wilbert, the same individual who was the sole incorporator of the corporation known as Panhead, Inc.

Sincerely,



Robert M. Fournier

RMF/lg
enclosures

*The same people
have P94000065926*

ARTICLES OF INCORPORATION

OF

PANHEAD II, INC.

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 this corporation is **PANHEAD II, INC.**

ARTICLE II TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of filing these Articles with the Florida Department of State and the corporation shall have perpetual existence thereafter.

ARTICLE III NATURE OF BUSINESS

The corporation is organized for the purpose of engaging in any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

5005 South Ridgewood Avenue
Port Orange, FL 32127-5120

ARTICLE V CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock (designated as common shares) which shall have a par value of One Dollar (\$1.00) per share.

ARTICLE VI DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws of the corporation, provided that the corporation shall always have at least one (1) director. The name and street address of the initial director of this corporation, who shall serve until his successor, if any, is duly elected and qualified is: James E. Wilbert, 3802 Mink Road, Sarasota, FL 34235.

ARTICLE VII INCORPORATOR

The names and street addresses of the incorporator to these Articles of Incorporation is:

James E. Wilbert
5320 Murdock Avenue
Sarasota, FL 34231

ARTICLE VIII INDEMNIFICATION

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

ARTICLE IX AMENDMENT

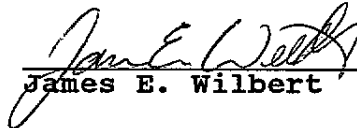
These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

James E. Wilbert
5005 South Ridgewood Avenue
Port Orange, FL 32127-5120

The undersigned have executed these Articles of Incorporation
this 26 day of October, 1999.

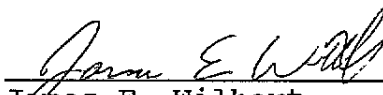

James E. Wilbert

CERTIFICATE OF DESIGNATION
REGISTERED AGENT - REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered agent/registered office, in the State of Florida:

1. The name of the corporation is **Panhead II, Inc.**
2. The name and address of the registered agent and office are:

James E. Wilbert
5005 South Ridgewood Avenue
Port Orange, FL 32127-5120



James E. Wilbert
President
October 26, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED 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: 

James E. Wilbert

Date: October 26, 1999