

P 99000101986

J. ED MURPHY ENTERPRISES INC
2137 MARGARITA DRIVE
LADYLAKE, FLORIDA 32159

NOVEMBER 13, 1999

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32301

300003048303--3
-11/18/99-01034-014
****122.50 ****78.75

SUBJECT: J. ED MURPHY ENTERPRISES INC

DEAR SIR:

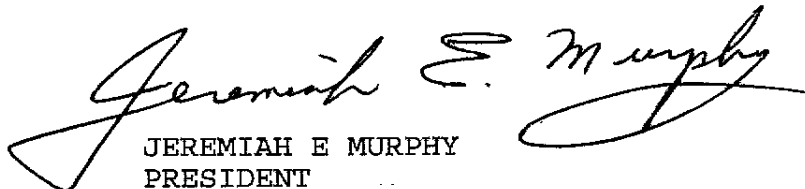
ENCLOSED PLEASE FIND THE FOLLOWING

1. THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION FOR THE SUBJECT CORPORATION. PLEASE CERTIFY ONE COPY AND RETURN IT TO THE REGISTERED AGENT.
2. OUR CHECK IN THE AMOUNT OF \$122.50 TO COVER THE FILING FEE.
3. DESIGNATION OF REGISTERED AGENT.

KINDLY ACKNOWLEDGE FILING OF THESE ARTICLES OF INCORPORATION, IN COMPLIANCE WITH FLORIDA LAW AND RETURN THE CERTIFIED COPY OF THE ARTICLES OF INCORPORATION TO THE UNDERSIGNED.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

SINCERELY,
J. ED MURPHY ENTERPRISES INC


JEREMIAH E MURPHY
PRESIDENT

F. GIBSON NOV 22 1999

ARTICLES OF INCORPORATION OF

J. ED MURPHY ENTERPRISES INC

THE UNDERSIGNED INCORPORATOR, 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 SHALL BE:

J. ED MURPHY ENTERPRISES INC

ARTICLE II. DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE IV. CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 SHARES OF \$1.00 PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES"

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS: JEREMIAH E MURPHY 213 MARGARITA DRIVE, LADYLAKE, FLORIDA 32159

ARTICLE VI. INCORPORATORS AND INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO INCORPORATORS AND TWO BOARD OF DIRECTOR MEMBERS. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BYLAWS BUT NEVER SHALL BE LESS THAN ONE. THE NAMES AND ADDRESS OF THE INCORPORATORS OF THIS CORPORATION ARE:

JEREMIAH E MURPHY	MARIE B MURPHY
2137 MARGARITA DRIVE	2137 MARGARITA DRIVE
LADYLAKE, FLORIDA 32159	LADYLAKE, FLORIDA 32159

ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED AT 2137 MARGARITA DRIVE, LADYLAKE, FLORIDA 32159 AND THE MAILING ADDRESS OF THE CORPORATION IS THE SAME.

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TALLAHASSEE, FLORIDA

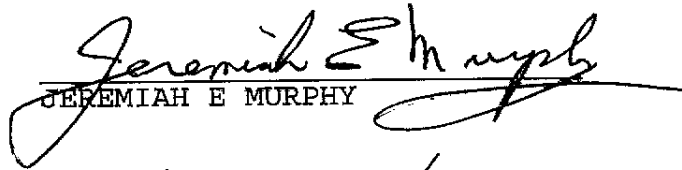
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ARTICLE VIII. AMENDMENTS

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS.

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 13TH DAY OF NOVEMBER 1999


JEREMIAH E MURPHY

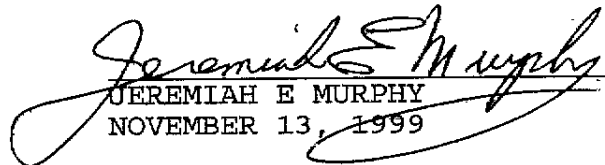

MARIE B MURPHY

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR
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, J. ED MURPHY
ENTERPRISES INC
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE
IS,
JEREMIAH E MURPHY
2137 MARGARITA DRIVE
LADYLAKE, FLORIDA 32159

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.


JEREMIAH E MURPHY
NOVEMBER 13, 1999

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TALLAHASSEE, FLORIDA

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