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TRANSMITTAL LETTER

FILED
01 MAR 26 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

EFFECTIVE DATE
04-01-2001

SUBJECT: Ryan Frear Creations, Inc

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

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-03/26/01--01069--010
*****70.00 *****70.00

FROM: Emerald Coast Forms Filers
913 Gulf Breeze Parkway #5
Gulf Breeze, FL 32561
(850) 934-4288

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF**

Ryan Frear Creations, Inc.

a Florida Corporation

The undersigned, acting as incorporator of Ryan Frear Creations, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

Ryan Frear Creations, Inc

ARTICLE II. ADDRESS

The corporation's mailing address is:

5900 Kaiser
Pensacola, FL 32507

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective April 1, 2001

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913 Gulf Breeze Parkway #5
Gulf Breeze, FL 32561

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 \$10.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 913 Gulf Breeze Parkway #5, Gulf Breeze FL 32561, and the name of the corporation's initial registered agent at that address is Raymond G. Hickey.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than one director). 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 name of the initial director:

Name

Ryan Frear

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913 Gulf Breeze Parkway #5
Gulf Breeze, FL 32561

The name and street address of the incorporator is:

Emerald Coast Forms Filers
913 Gulf Breeze Parkway #5
Gulf Breeze, Florida 32561

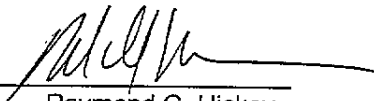
The incorporator of the corporation assigns to this corporation his/her rights under 607.0201, Florida Statutes, to constitute a corporation and he/she assigns to those persons designated by the board of directors any rights he/she may have as an incorporator to acquire any of the capital stock of this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

ARTICLE IX. 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 purposes of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this March 22, 2001.

Emerald Coast Forms Filers:

By: 
Raymond G. Hickey

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/Registered Agent

3/22/01

Date

Emerald Coast Forms Filers
913 Gulf Breeze Parkway #5
Gulf Breeze, FL 32561