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LAW OFFICES
CURTIS S. FALLGATTER, P.A.
OLD TITLE & TRUST COMPANY BUILDING
200 EAST FORSYTH STREET
JACKSONVILLE, FLORIDA 32202
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CURTIS S. FALLGATTER
MUSA K. FARMAND
DALE C. CARSON

TELEPHONE
904-353-5800
FACSIMILE
904-353-5801

November 9, 2001

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-11/13/01--01068--003
*****70.00 *****70.00

Re: Articles of Incorporation for Michelle Burney, Inc.

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for Michelle Burney, Inc. for filing with the Secretary of State. Also enclosed is a check in the amount of \$70.00 for the filing fee. Upon filing of the articles, please return a file stamped copy to:

Ms. Michelle Burney
1846-5 Mallory Street
Jacksonville, Florida 32205

Thank you for your assistance in this matter. If you should need anything further, please do not hesitate to contact me.

Sincerely,



William L. Roelke

Encls.: 1. Original and 1 copy of Articles of Incorporation
2. Check for \$70.00

cc: Ms. Michelle Burney

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MICHELLE BURNEY, INC.

ARTICLE I-NAME

The name of this Corporation is Michelle Burney, Inc.

ARTICLE II-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 1846-5 Mallory Street, Jacksonville, Florida 32205.

ARTICLE III-DURATION

This Corporation shall have perpetual existence.

ARTICLE IV-PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V-CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares, all of which shall be of the par value of One Dollar (\$1.00) per share.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1846-5 Mallory Street, Jacksonville, Florida 32205, and the name of its initial registered agent at such address is Michelle Burney.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

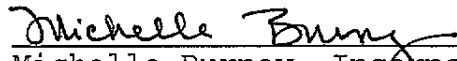
The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1), and the name and address of each person to serve as Director is:

Michelle Burney	1846-5 Mallory Street Jacksonville, Florida 32210
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ARTICLE VIII-INCORPORATOR

The name and address of the incorporator is Michelle Burney, 1846-5 Mallory Street, Jacksonville, Florida 32205.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of November, 2001.



Michelle Burney, Incorporator

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 9th
day of November, 2001 by Michelle Burney. She is personally known
to me.

William L. Roelke

Notary Public for the State of
Florida at Large

My Commission Expires:

Commission Number



William L. Roelke
Commission # DD 053007
Expires Aug. 26, 2005
Bonded Through
Atlantic Bonding Co., Inc.

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Michelle Burney, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Michelle Burney, located at 1846-5 Mallory Street, Jacksonville, Florida 32205, as its agent to accept service of process within Florida.

Michelle Burney

Michelle Burney, Incorporator

Date: 11-9-01

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Michelle Burney hereby agrees to act in this capacity, and to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Michelle Burney

Michelle Burney

Date: 11-9-01

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TALLAHASSEE, FLORIDA