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Division of Corporations

PORGES, HAMLIN, KNOWLES & PROUTY

NO. 03273 SP. 1/5

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FLORIDA PROFIT CORPORATION OR P.A.

MARTIN BEHNKE, P.A.

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ARTICLES OF INCORPORATION
OF
MARTIN BEHNKE, P.A.

ARTICLE I. NAME

The name of this corporation shall be MARTIN BEHNKE, P.A.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business of the corporation is 207 21st Street N.E., Bradenton, Florida 34208.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of signing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact in any lawful business with respect to the rendering of the specific professional service or services for which this for profit corporation is incorporated under the Professional Service Corporation Act under the provisions of Chapter 621, Florida Statutes, and the Florida Business Corporation Act under the provisions of Chapter 607, Florida Statutes. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares of One Dollar (\$1.00) par value common capital stock.

PREPARED BY:
Joseph L. Najmy, Esq. (Bar No.: 0847283)
Porges, Hamlin, Knowles & Prouty, P.A.
1205 Manatee Avenue West
Bradenton, Florida, 34205
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ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name and address of the initial sole Board of Director for the corporation is as follows:

Name	Address
MARTIN BEHNKE	207 21 st Street N.E. Bradenton, FL 34208

ARTICLE VIII. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 207 21st Street N.E., Bradenton, FL 34208.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: MARTIN BEHNKE.

ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: MARTIN BEHNKE, 207 21st Street N.E., Bradenton, FL 34208.

ARTICLE X. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles Of Incorporation of this corporation shall be vested in the shareholders by a majority vote of such shareholders.

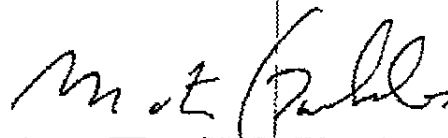
ARTICLE XI. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ration that the number of shares he holds at the time

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of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 14 day of March, 2003.

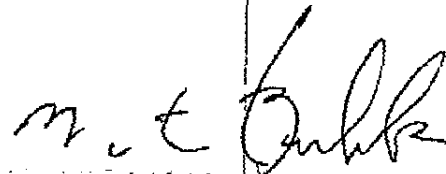


MARTIN BEHNKE, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of MARTIN BEHNKE, P.A., which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (2002), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 14 day of March, 2003.



MARTIN BEHNKE, Registered Agent

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