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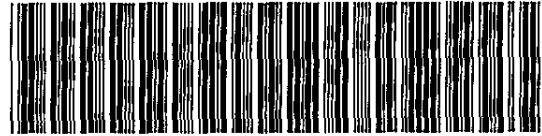
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CORPORATION
TALLAHASSEE, FLORIDA

58252



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 535726 80356A

AUTHORIZATION :

Patricia Piguts

COST LIMIT : \$ 78.75

ORDER DATE : August 11, 2005

ORDER TIME : 9:10 AM

ORDER NO. : 535726-005

CUSTOMER NO: 80356A

CUSTOMER: Robert M. Lipshutz, Esq
Robert M. Lipshutz, Esq

3613 Del Prado Blvd S

Cape Coral, FL 33904

DOMESTIC FILING

NAME: THUNDER ENTERPRISES, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake - EXT. 2959

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 12, 2005

CSC

SUBJECT: THUNDER ENTERPRISES, INC.
Ref. Number: W05000038308

submission date

We have received your document for THUNDER ENTERPRISES, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filings Section

Letter Number: 405A00051841

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

05 AUG 17 PM 2:35

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Articles of Incorporation

of

Balcer Enterprises, Inc.

The undersigned, acting as the incorporator of a corporation under the laws of the State of Florida and Florida Statutes Chapter 607, hereby sets forth and declares that:

Article I

The name of the Corporation shall be Balcer Enterprises, Inc.

Article II

The Corporation may engage in any activity permitted under the laws of the United States and of the State of Florida.

Article III

The aggregate number of shares which the Corporation shall have authority to issue shall be 1000 shares of \$1.00 par value common stock. The Shares shall be non-assessable and held, sold and paid for at such time and in such manner as the Board of Directors may determine. The Shares shall not be divided into classes and the Corporation is not authorized to issue shares in series.

Article IV

The Articles shall be effective upon filing and the Corporation shall have a perpetual existence.

Article V

The principal place for the transaction of the Corporation's business shall be 227 SE 46th Street, Cape Coral, Florida 33904. The Corporation shall also have the right and authority to do business at such other place or places within or without the State of Florida as the Corporation may designate.

Article VI

The Corporation shall have a Board of Directors of not less than one or more than three directors which number may be increased or decreased. The number of directors shall be established by the Shareholders at their annual meeting or at any special meeting called for such purpose unless the number is fixed by the Bylaws.

Article VII

The names and addresses of the Incorporators are:

Gary Balcer
227 SE 46th Street
Cape Coral, Florida 33904

Article VIII

The names and addresses of the initial Directors and Officers of the Corporation are:

Gary Balcer
Director, President, Secretary, Treasurer
227 SE 46th Street
Cape Coral, Florida 33904

Article IX

The amount of indebtedness or liability which the Corporation may subject itself to at any time shall be unlimited.

Article X

The address of the registered office of the Corporation is 227 SE 46th Street, Cape Coral, Florida 33904 and the name of the registered agent of the Corporation at that address is Gary Balcer.

Article XI

Each Shareholder, upon the sale for cash of any new stock of the Corporation, shall have the right to purchase his, her or its pro rata share thereof (without issuance of fractional shares) at the price at which it is offered to others.

Article XII

The Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended by either the Shareholders or the Directors. The Shareholders may amend, alter or repeal any bylaw adopted by the Directors. The Directors may not alter, amend or repeal any bylaw adopted by the Shareholders nor may the Directors adopt bylaws which would be in conflict with the Bylaws adopted by the Shareholders.

Article XIII

Any subscriber or shareholder present at any meeting, either in person or by proxy, and any directors present in person at any

meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he or she shall make objection at such meeting to any defect or insufficiency of notice.

Article XIV

Each director and officer of the Corporation, whether then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him or her in connection with or arising out of any claim, demand, action, suit or other proceeding in which he or she may be involved or to which he or she may be made a party by reason of him or her being or having been a director or officer of the Corporation, said expenses to include attorney's fees and the cost of reasonable settlements made with a view to curtailing the costs of litigation, except in relation to matters as to which he or she is finally adjudged in any such action, suit or other proceeding to have been derelict in the performance of his or her duty as an officer or director. The right of indemnification shall not be exclusive of any other rights which he or she may be entitled to as a matter of law and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XV

A director or officer of the Corporation shall not be disqualified by his or her office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any Corporation of which any director or officer is a shareholder, officer or director is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified or approved either by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer or director of a corporation so interested or by the written consent or by the vote of any shareholders meeting of the holders of record of a majority of all the outstanding shares of stock in the Corporation entitled to vote nor shall any director or officer be liable to account to the Corporation for any profits realized by, from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he or she, or any firm of which he or she is a member or any corporation of which he or she is a shareholder, officer or director, was interested in such transaction or contract. Nothing herein shall create liability in

the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

In witness whereof, the undersigned being the Incorporator for the purpose of forming a corporation under the laws of the State of Florida does make, subscribe, acknowledge and file these articles of incorporation, hereby certifying that the facts set forth herein are true.

Executed at Cape Coral, Florida on August 10th 2005.



Gary Balcer

STATEMENT OF REGISTERED AGENT PURSUANT TO
FLORIDA STATUTE SECTION 607.0501

I, Gary Balcer, hereby accept the appointment of myself as registered agent for Balcer Enterprises, Inc. , and I am familiar with and accept the obligations of that position. .

8/10/05
Date

Gary Balcer
Gary Balcer