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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

3 Turtle Enterprises Inc

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DIVISION OF CORPORATIONS

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

1/20

Ordered By: _____

Date: _____

ARTICLES OF INCORPORATION

OF

3 Turtle Enterprises, Inc.

The undersigned incorporator for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of corporation shall be:

3 Turtle Enterprises, Inc.

The principal place of business of this corporation shall be:

**6504 Surfside Blvd. #5
Apollo Beach, FL 33572**

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ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

Authorized 1000 shares - \$1 par value

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS AND DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successor(s) are elected are:

1. **C. E. Leisey, III** President
6504 Surfside Blvd. #5
Apollo Beach, FL 33572

ARTICLE VI INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is :

C. E. Leisey, III
6504 Surfside Blvd. #5
Apollo Beach, FL 33572

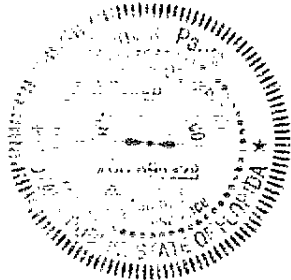
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this
___ day of _____, 1998.

Signature of Incorporator

C. E. Leisey III

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

THE FOREGOING instrument was acknowledged and sworn to before me the ___ day of
_____, 1998, by C. E. Leisey, III of 3 Turtle Enterprises, Inc.



Cindy K Raina
Notary Public

My Commission Expires: Nov. 11, 2001

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of section 607.325, 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:

3 Turtle Enterprises, Inc.

2. The name and address of the registered agent and office is:

**C. E. Leisey, III
6504 Surfside Blvd. #5
Apollo Beach, FL 33572**

Signature C. E. Leisey III
Title: President
Date:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES AND RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature C. E. Leisey III
Date:

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