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Law Offices
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Ocala National Bank Building
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Ocala, Florida 34475

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Reply To:
Post Office Box 6733
Ocala, Florida 34478

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****122.50 ****122.50

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

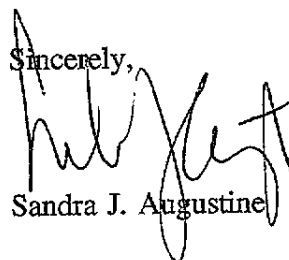
Re: Value Lab, Inc.

Dear Sir or Madame:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy. Please return the certified copy to me at the address shown on this letterhead.

Thank you for your consideration in this matter.

Sincerely,


Sandra J. Augustine

enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 24 PM 3:05

3-25-98
45

**ARTICLES OF INCORPORATION
FOR
VALUE LAB, INC.**

The undersigned, desiring to form a corporation in accordance with Chapter 607, Florida Statutes, the Florida General Corporation Act, adopts and files the following Articles of Incorporation.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 24 PM 3:05

**Article One
NAME**

The name of this corporation shall be:
VALUE LAB, INC.

**Article Two
PRINCIPAL OFFICE OF CORPORATION**

The street address of the principal place of business of the corporation shall be 2140-400C N.E. 36th Avenue, Ocala, Florida 34470.

**Article Three
PURPOSE**

The corporation is formed for the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**Article Four
DURATION**

The term of existence of the corporation is perpetual.

**Article Five
ISSUANCE OF SHARES**

The number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000. All shares of stock of the corporation shall be common shares.

**Article Six
REGISTERED AGENT**

The location and address of the corporation's initial registered office in Florida is 108

N. Magnolia Avenue, Ocala, Florida 34475. The initial registered agent at the registered office is Sandra J. Augustine.

**Article Seven
INCORPORATORS**

The names and street addresses of the incorporators to these articles of incorporation are:

JOHN S. REESE
2140-400C N.E. 36th Avenue
Ocala, Florida 34470

**Article Eight
INITIAL DIRECTORS**

The names and street addresses of the initial directors of the corporation are:

JOHN S. REESE
2140-400C N.E. 36th Avenue
Ocala, Florida 34470

**Article Nine
AMENDMENT**

These articles of incorporation may be amended at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise the majority of the voting power of the corporation, or any greater number that may then be required by statute, shall be binding on every shareholder of the corporation as fully as if each shareholder had voted for the change.

18th IN WITNESS WHEREOF we have signed these articles of incorporation on this day of March, 1998.

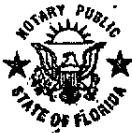


JOHN S. REESE

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 18th day of March, 1998
by **JOHN S. REESE** who is personally known to me or produced
1200-477-39-263-0 as identification and who did not take an oath.

My commission expires: 03-04-00



KARI P. MONROE
My Commission CC537135
Expires Mar. 04, 2000

Kari P. Monroe
Notary Public - State of Florida

KARI P. MONROE
Typed or Printed name of Notary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 24 PM 3:05

ACCEPTANCE OF REGISTERED AGENT
OF
VALUE LAB, INC.

Having been named to accept service of process for **VALUE LAB, INC.**, at the place designated above in these articles of incorporation, I agree to act in this capacity and agree to comply with the provisions of Section 48.091, Florida Statutes, as well as all other statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent

DATED this 18 day of March, 1998.

Sandra J. Augustine
Sandra J. Augustine