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LATZO INDUSTRIES, INC.
8693 Bardmoor Boulevard
Suite 306
Largo, Florida 33777
(813) 393-8197

June 19, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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****122.50 ****122.50

Re: Articles of Incorporation/Latzo Industries, Inc.

Dear Sir or Madam:

Enclosed for filing are duplicate original Articles of Incorporation for the above-referenced corporation, together with my check in the amount of \$122.50 for the filing fee. If the enclosed Articles meet with your approval, please file same and return the original Certificate of Incorporation to my attention in the enclosed self-addressed, stamped envelope.

In the event you require additional information, please contact me at your earliest convenience.

Very truly yours,



Curtis T. Latzo

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures
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ARTICLES OF INCORPORATION
OF
LATZO INDUSTRIES, INC.

ARTICLE I - Name and Address

The name of this corporation is LATZO INDUSTRIES, INC. The mailing address of the corporation is: 8693 Bardmoor Boulevard, Suite 306, Largo, Florida 33777. The address of the corporation's principal office is: 8693 Bardmoor Boulevard, Suite 306, Largo, Florida 33777.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$0.01).

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 8693 Bardmoor Boulevard, Suite 306, Largo, Florida 33777, and the name of the initial registered agent of this corporation at that address is Curtis T. Latzo.

ARTICLE V - Incorporator

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Curtis T. Latzo	8693 Bardmoor Boulevard Suite 306 Largo, Florida 33777

ARTICLE VI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

Prepared By:
Curtis T. Latzo
8693 Bardmoor Boulevard
Suite 306
Largo, FL 33777
(813) 393-8197

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ARTICLE VII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation this 20th day of June, 1998.



CURTIS T. LATZO

0158596.01

CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, LATZO INDUSTRIES, INC., desiring to organize under the laws of the State of Florida, hereby designates Curtis T. Latzo, located at: 8693 Bardmoor Boulevard, Suite 306, Largo, Florida 33777, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.



CURTIS T. LATZO

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TALLAHASSEE, FLORIDA

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