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LAW OFFICES
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FIRST NATIONAL BANK BUILDING
1150 CLEVELAND STREET - SUITE 301
CLEARWATER, FLORIDA 33755
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SALLY H. FOOTE
Board Certified in Real Estate
DENNIS P. THOMPSON

TELEPHONE (727) 449-1212
FACSIMILE (727) 446-3043

January 11, 2000

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****122.50 *****78.75

Florida Department of State
Corporations Division
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation: **THE MERRYWELL COMPANY, INC.**

Dear Sirs/Madam:

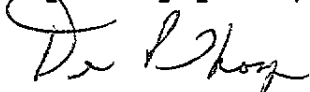
Enclosed for filing with your office please find the Articles of Incorporation and Designation of Registered Agent for the above corporation.

We are also enclosing our check in the amount of \$122.50 which represent the following fees:

Filing fee	\$35.00
Registered agent fee	\$35.00
Certified copy of Articles of Incorporation	\$52.50

Please forward the certified copy of the Articles of Incorporation to this office. Thank you for your cooperation.

Very truly yours,


Dennis P. Thompson

DPT/blw
Enclosures

FILED
00 JAN 14 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JAN 24 2000

ARTICLES OF INCORPORATION
OF
THE MERRYWELL COMPANY, INC.

FILED
00 JAN 14 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.
NAME

The name of this corporation shall be **THE MERRYWELL COMPANY, INC.**

II.
PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.
TERM OF EXISTENCE

This corporation shall begin existence upon the filing of these Articles of Incorporation and shall exist perpetually.

IV.
CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

V.
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**VI.
ADDRESS OF THE PRINCIPAL OFFICE**

The street address and the mailing address of the principal office of this corporation is: 1806 Mariner Drive, Unit 111, Tarpon Springs, Florida 34689.

**VII.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 1150 Cleveland Street, Suite 301, Clearwater, Florida 33755, and the name of the initial registered agent of this corporation at that address is Dennis P. Thompson.

**VIII.
INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial director of this corporation is:

Roy W. Wingate	1806 Mariner Drive Unit 111 Tarpon Springs, Florida 34689
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**IX.
INCORPORATORS**

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

Dennis P. Thompson	1150 Cleveland Street Suite 301 Clearwater, Florida 33755
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**X.
INDEMNIFICATION**

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

**XI.
AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of January, 2000.

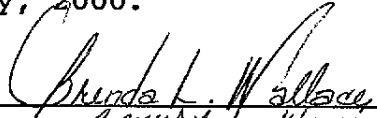


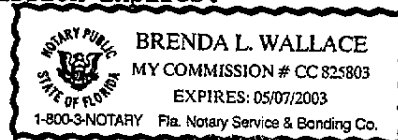
DENNIS P. THOMPSON

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared DENNIS P. THOMPSON, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 11th day of January, 2000.

Signature: 
Print Name: BRENDA L. WALLACE
NOTARY PUBLIC - State of Florida
Serial No. (if any):
My Commission Expires:



Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That THE MERRYWELL COMPANY, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Clearwater, County of Pinellas, State of Florida, has named Dennis P. Thompson, located at 1150 Cleveland Street, Suite #301, Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Registered Agent

By: _____

DENNIS P. THOMPSON

FILED
00 JAN 14 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA