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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

MICHAEL HOLMES, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
MICHAEL HOLMES, INC.

The undersigned, for the purpose of forming a corporation, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Michael Holmes, Inc. and its address is 1662 Marilyn Road, Fort Myers, Florida 33901.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSES

The general purposes for which the corporation is organized are:

- (1) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

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TALLAHASSEE, FLORIDA

KITAF, GOODE & COMPANY
CERTIFIED PUBLIC ACCOUNTANTS, P.A.
6330 S.W. 41 COURT
DAVIE, FLORIDA 33316

954-581-0801

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ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1662 Marlyn Road, Fort Myers, Florida 33901, and the name of its initial registered agent at such address is Michael Holmes.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors is:

Michael Holmes
1662 Marlyn Road
Fort Myers, Florida 33901

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

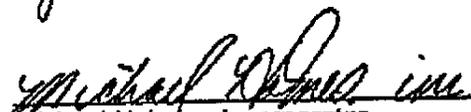
Michael Holmes
1662 Marlyn Road
Fort Myers, Florida 33901

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 24 day of Jan., 2000.


Michael Holmes, Incorporator

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