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TRANSMITTAL LETTER

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

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-01/24/00--01107--003
*****70.00 *****70.00

SUBJECT: SCHWAB DEVELOPMENT CORPORATION
(proposed corporate name)

Enclosed, please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$70.00.

FROM: William D. Klein
Name
3093 Forest Creek Drive
Address
Melbourne, FL 32901
(321) 728-3831
Telephone Number

FILED
00 JAN 24 PM 5:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESER JAN 28 1999

Note: Additional copy of articles is needed when certified copy is requested.

ARTICLES OF INCORPORATION
OF SCHWAB DEVELOPMENT CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: SCHWAB DEVELOPMENT CORPORATION

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3093 Forest Creek Drive

Melbourne, FL 32901

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Thomas P. Flavin, CPA

330 Fifth Avenue

Indialantic, Florida 32903

ARTICLE V INCORPORATOR

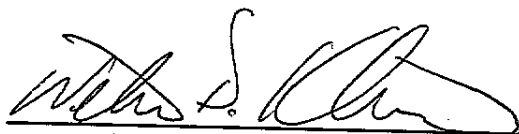
The name and street address of the incorporator to these Articles of Incorporation is:

Thomas P. Flavin, CPA

330 Fifth Avenue

Indialantic, FL 32903

The undersigned has executed these Articles of Incorporation this 20th day of January, 2000.



,Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 601.0501, 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:

Schwab Development Corporation

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

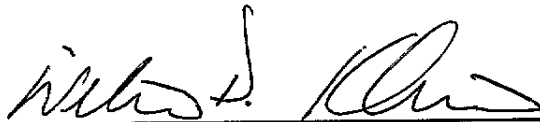
Thomas P. Flavin, CPA

330 Fifth Avenue

Indialantic, Florida 32903

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TALLAHASSEE, FLORIDA

Signature: _____



Title: President

Date: _____

1/20/00

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____



Date: _____

1/20/00