

P00000017011

Thursday
February 11, 2000

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

Re: OutShine Enterprises, Inc.

500003134265--7
-02/14/00--01091--003
*****78.75 *****78.75

Dear Sir or Madame:

Enclosed please find check number 1287 in the amount of \$78.75 to cover the following:

\$35.00 filing fee for the articles of incorporation;
\$35.00 designation and acceptance of registered agent fee;
\$ 8.75 certified copy documents fee.

If there are any additional requirements please don't hesitate to contact my office.

Respectfully yours,

R Cash Barlow

R. Cash Barlow
3948 So. 3rd Street, PMB 316
Jacksonville Beach, FL 32250

RCB/rcb

FILED
2000 FEB 14 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

2000 FEB 14 AM 10:12

ARTICLES OF INCORPORATION
OF
OutShine Enterprises, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is OutShine Enterprises, Inc.

ARTICLE II

The existence of the corporation shall begin on February 14, 2000.

ARTICLE III

The address of the principal office of the Corporation is 2075 Philips Road, Yulee, FL 32097.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is 1000, all of which shall be Common shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 233 E. Bay Street, 1125 Blackstone Building, Jacksonville, Florida 32202. The initial registered agent for the Corporation at that address is Becky Barlow. The board of directors from time to time may move the registered office to any other address within the State of Florida.

ARTICLE VI

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors are:

Name	Address
R. Cash Barlow	3948 So. 3 rd Street PMB 316 Jacksonville Beach, FL 32250

The person named as director shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

The Board of Directors is hereby authorized to make provisions for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE VII

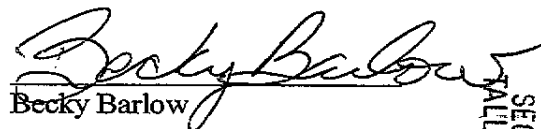
The corporation shall indemnify it's directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of February 2000.


R. Cash Barlow

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for OutShine Enterprises, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Becky Barlow

February 10, 2000

2000 FEB 14 AM 10:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA