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March 29, 2000

Department of State
Corporate Records Bureau
409 E. Gaines St.
Tallahassee, FL 32301

300003190643--8
-03/30/00--01102--001
*****70.00 *****70.00

Re: VARICON, INC.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is a money order in the amount of \$70.00 to cover filing fees. Please return a file marked copy back to our office at your earliest convenience.

If you should have any questions, please do not hesitate to contact our office.

Sincerely,



Michael A. Flowers
MAF:pb
Enclosures as stated

EFFECTIVE DATE
4-1-00

FILED
00 MAR 30 AM 7:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-4
WC

ARTICLES OF INCORPORATION

OF

VARICON, INC.

EFFECTIVE DATE
14-1-00

FILED
00 MAR 30 AM 7:16
TALLAHASSEE
SECRETARY OF STATE

In compliance with the requirements of *Florida Statute 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 VARICON, INC.

ARTICLE II

The existence of the corporation shall begin on April 1, 2000.

ARTICLE III

The street address of the principal office of the Corporation is 6774 Bill Lundy Road, Laurel Hill, Florida 32567.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Hundred (100), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 6774 Bill Lundy Road, Laurel Hill, Florida 32567. The

initial registered agent for the Corporation at that address is
Edgar Johnson.

ARTICLE VI

The initial board of directors shall consist of two (2)
members. The names and address of the persons who will serve on
the initial board of directors are:

<u>Name</u>	<u>Address</u>
Edgar Johnson	6774 Bill Lundy Road Laurel Hill, FL 32567
James Quinn	2325 Fern Palm Edgewater, FL 32132

ARTICLE VII

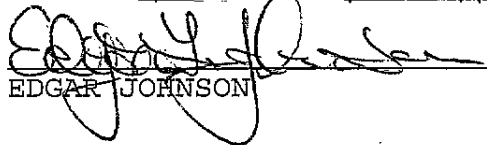
The name and street address of the person signing these
articles of incorporation is:

<u>Name</u>	<u>Address</u>
Edgar Johnson	6774 Bill Lundy Road Laurel Hill, FL 32567

ARTICLE VIII

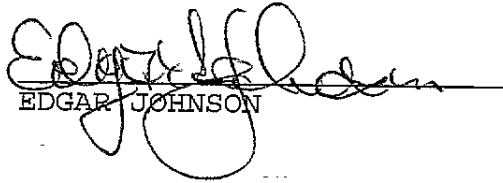
The corporation shall indemnify its directors, officers,
employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these articles of incorporation this 29th day of MARCH, 2000.


EDGAR JOHNSON

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for VARICON, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to *Florida Statute 607.0501(3)*.


EDGAR JOHNSON

Date: 29 March, 2000

FILED
00 MAR 30 AM 7:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA