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TRANSMITTAL LETTER
FILED

00 MAY -1 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

600003232686--4
-05/01/00--01096--011
*****70.00 *****70.00

SUBJECT: LEARCH ENTERPRISES, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: ROBERTA GARRISON
Name (Printed or typed)
427 NORTH 3RD STREET
Address
JACKSONVILLE BEACH, FL 32250
City, State & Zip
(904) 246-0713
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

5/2/00

**ARTICLES OF INCORPORATION
OF
LEARCH ENTERPRISES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Sole Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is: **LEARCH ENTERPRISES, INC.**

ARTICLE II

The purpose or purposes for which the Corporation is organized are to engage in any activity of business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III

The Corporation's principal office and mailing address is 2772 Bordeaux Court, Ponte Vedra Beach, FL 32082, and the name of the initial Registered Agent is Alan N. Learch, whose address is 2772 Bordeaux Court, Ponte Vedra Beach, FL 32082.

ARTICLE IV

The total number of shares of which the Corporation shall have the authority to issue is 100 shares of Capital Stock, and the par value of each share shall be \$1.00.

ARTICLE V

The provisions for the regulations of the internal affairs of the Corporation shall be as set forth in the bylaws.

ARTICLE VI

The duration of the Corporation shall be perpetual.

ARTICLE VII

The initial Board of Directors shall consist of one member who need not be a resident of the State of Florida nor a Shareholder of the Corporation.

The name and address of the person who shall serve as the Director until the first annual meeting of shareholders, or until his successor shall have been elected and qualified is as follows:

ALAN N. LEARCH

2772 BORDEAUX COURT
PONTE VEDRA BEACH, FL 32082

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation on this, the 27th day of April, 2000.

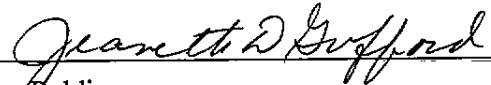


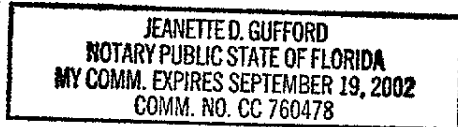
ALAN N. LEARCH - INCORPORATOR
2772 BORDEAUX COURT, PONTE VEDRA BEACH, FL 32082

STATE OF FLORIDA, COUNTY OF DUVAL, To Wit:

Before me, the undersigned authority, personally appeared ALAN N. LEARCH, who is to me well known to be the person described in and who subscribed to the Articles of Incorporation, and that he did freely and voluntarily acknowledge before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my Hand and Official Seal at Jacksonville Beach, Duval County, Florida, this 27th day of April, 2000.


Notary Public



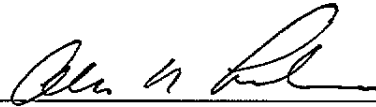
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TALLAHASSEE, FLORIDA

ACCEPTANCE

I, the undersigned, being a citizen of Ponte Vedra Beach, St. Johns County, Florida, do hereby accept the designation of Registered Agent of the above-named Corporation.



ALAN N. LEARCH