

May 16, 2000

P00000253690

Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Filing of Florida Subchapter "S" Corporation
Stanley Enterprises, Inc.

Dear Sirs:

Enclosed please find the proposed Articles of Incorporation
for Stanley Enterprises, Inc. Also enclosed please find a check
in the amount of 70.00 for the filing of same.

Please forward said articles to me after filing. I have enclosed
a self addressed stamped envelope for your convenience. Thank you.

Sincerely,

Shelda S. Stanley
Shelda S. Stanley
11401 S. Old Jones Road
Floral City, FL 34436
352-344-9477

900003258459--2
-05/18/00-01137-002
*****70.00 *****70.00

FILED
00 MAY 18 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-2-00
WC



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 24, 2000

SHELDIA S. STANLEY
11401 S. OLD JONES RD.
FLORAL CITY, FL 34436

SUBJECT: STANLEY ENTERPRISES, INC.
Ref. Number: W00000013364

We have received your document for STANLEY ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Cunningham
Document Specialist

Letter Number: 900A00029520

**ARTICLES OF INCORPORATION
OF**

S. STANLEY ENTERPRISES, INC.

We, the undersigned, hereby organize for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be:

S. Stanley Enterprises, Inc.

ARTICLE II

The purposes for which this corporation is organized shall include the transaction of all or all lawful business for which Corporations may be incorporated under chapter 607, Florida Statutes. The corporation is also organized to engage in any business activities and for any and all other purposes permitted under the laws of the United States, the State of Florida and any other State in which the corporation is or shall be authorized to conduct business.

In this country or in any foreign country to the extent that said purposes are not forbidden by the laws thereof subject to specific written limitations or restrictions imposed by law or otherwise by these Articles of Incorporation and solely in furtherance of but not in addition to the purposes herein above set forth to have and exercise all of the powers as are or may from time to time be inferred by statute or otherwise.

To execute, perform, carryout or do any or all of the things in the accomplishment of the purposes herein above set forth as principal agent, contractor, trustee, attorney-in-fact or otherwise either alone or in the company or other corporations or individuals.

It is understood that the foregoing enumeration of the powers of the Corporation shall not be deemed to exclude by inference the exercise of any powers that might have been implied if no such mention thereof has been made.

ARTICLE III

The authorized Capital Stock of this Corporation shall consist of one-thousand shares with a par value of one cent (\$.01) per share.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be in excess of \$300.00.

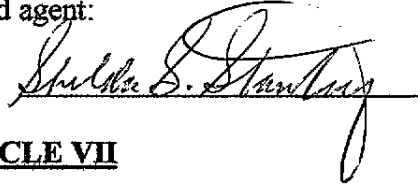
ARTICLE V

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

The name of the initial registered agent is Shelda S. Stanley who is a resident of Florida and whose business address is the same as the registered office of the Corporation. The street address of the initial registered agent is 11401 S. Old Jones Road, Floral City, FL 34436.

I hereby accept designation as registered agent:



ARTICLE VII

The initial Board of directors shall consist of one person whose name is Shelda S. Stanley and whose address is 11401 S. Old Jones Road, Floral City, FL 34436. This sole member of the board is allocated 100% of the stock of the corporation.

ARTICLE VIII

Special provisions:

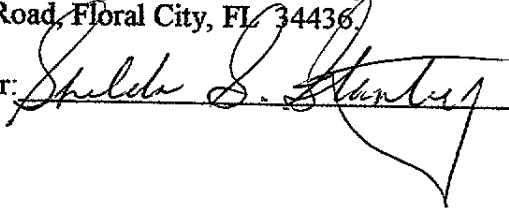
- (a) The Board of Directors, in addition to choosing the President, Secretary and Treasurer of the Corporation, may choose such other officers as the Board shall deem advisable, and such officers shall serve for such terms and have such duties as may be determined by the Board of Directors.
- (b) The stockholders may, in their discretion, choose a Chairman of the board of Directors at the annual meeting of the Stockholders of the corporation; or if the annual meeting of the stockholders is not held, at any meeting of stockholders thereafter called pursuant to the By-Laws of the corporation.
- (c) The meetings of Shareholders Board of Directors or any other meeting regular or special may be held either within or without the State of Florida or within or without the United States.

(d) The initial by-laws of the corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the by-laws or adopt a new code of by-laws shall be reserved to the shareholders, the affirmative vote of not less than fifty-one percent (51%) of the total number of shares issued and outstanding being necessary to exercise such reserved powers. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation and not inconsistent with the Act of these Articles of Incorporation.

(e) The Corporation reserves the right from time to time to amend, alter or repeal or to add any provision to these Articles of Incorporation in any manner prescribed by these Articles of Incorporation and the Business Corporation Act.

(f) The name of the incorporator is Shelda S. Stanley whose address is 11401 S. Old Jones Road, Floral City, FL 34436.

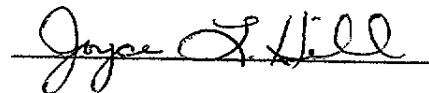
Signature of Incorporator:



STATE OF FLORIDA
COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me this 16 day of MAY, 2000, by Shelda S. Stanley who is President and Secretary -Treasurer of Stanley Enterprises, Inc. on behalf of the Corporation.

S.



Notary Public

JOYCE L. HILL
Notary Public, State of Florida
My comm. expires Nov. 6, 2000
No. CC599248