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BRASHEAR & ASSOCIATES, P.L.

Counselors At Law **FILED**

00 JUN 26 PM 1:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

06/23/00

June 23, 2000

26 N. 13th Street
Gainesville, FL 32601
voice: 352/336-0800
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Brashear@NFlaLaw.com
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BRUCE BRASHEAR
AMY SINELLI

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*****78.75 *****78.75

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

RE: HOLECEK & GRIFFIN ACQUISITIONS, INC.

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Upon filing should you determine that this corporation's name is too similar to that of an existing corporation, please call this office collect before returning the enclosed documents.

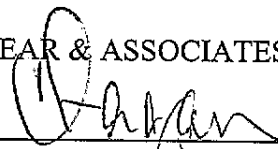
Also enclosed, please find our check in the amount of \$78.75 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	8.75


After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOCIATES, P.L.

By: 
Carrie Fagan, Legal Assistant

Enclosures


6/28/00

ARTICLES OF INCORPORATION
OF
HOLECEK & GRIFFIN ACQUISITIONS, INC.

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TALLAHASSEE, FLORIDA

Article I

EFFECTIVE DATE

Name. The name of this Corporation is Holecek & Griffin Acquisitions, Inc.

06/23/00

Article II

Principal Office. The address of the principal office of the Corporation is 1740 N.W. 12th Road, Gainesville, FL 32605.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 1,000 shares of \$.001 par value common stock.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 1740 N.W. 12th Road, Gainesville, FL 32605, and the name of the initial registered agent of this Corporation is Justin Holecek.

Article VIII

Initial Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is Justin Holecek, 1740 N.W. 12th Road, Gainesville, FL 32605.

Article IX

Incorporator. The name and address of the person signing these Articles is Justin Holecek, 1740 N.W. 12th Road, Gainesville, FL 32605.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23 day of JUNE, 2000.


JUSTIN HOLECEK
Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 23 day of June, 2000, by Justin Holecek, who is personally known to me or who has produced Florida Driver License 14422436791010 as identification, and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 23 day of June, 2000.

(SEAL)  Carrie P. Fagan
MY COMMISSION # CG607298 EXPIRES
January 8, 2001
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public

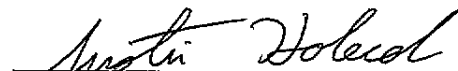
Printed Name
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of HOLECEK & GRIFFIN ACQUISITIONS, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 23 day of June, 2000.


JUSTIN HOLECEK
Registered Agent