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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E Gaines Street
Tallahassee, FL 32399

Date: July 19, 2000

Enclosed is an original and one (1) copy of the articles of incorporation for **O.P.C.D. Enterprises, Inc.** with a check for \$70.00 for filings fees. Please return one stamped copy of the articles to the following:

Sandra Kritch
First American Financial Services, Inc.
3000 Gulf to Bay Blvd.
Suite 201
Clearwater, Florida 33759

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The Corporate name is O.P.C.D. Enterprises, Inc.

ARTICLE TWO

Duration

The duration of the Corporation is perpetual.

ARTICLE THREE

Purpose

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

Capital Stock

The aggregate number of shares which the Corporation has authority to issue is (1000) all of which shall be common shares with a par value of One Dollar.

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ARTICLE FIVE

Registered-Office

The street address of the initial registered office of the Corporation is 2507 Dogwood Court Clearwater, Florida 33761 and the name of the initial Registered Agent at such address is Raylon D. Opie.

ARTICLE SIX

Directors

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors.

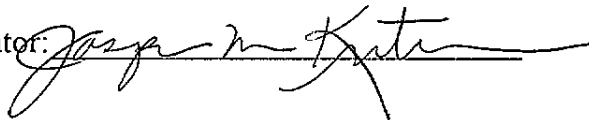
ARTICLE SEVEN

Incorporators

The name and address of the Incorporator is:

Joseph M. Kritch
First American Financial Services, Inc
3000 Gulf to Bay Blvd.
Suite 201
Clearwater, Florida 33759

Incorporator:



Date: July 19, 2000

CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act that O.P.C.D. Enterprises, Inc. desiring to organize under the laws of the State of Florida, with its principal place of business at 2507 Dogwood Court Clearwater, Florida 33761 named Raylon D. Opie located at 2507 Dogwood Court Clearwater, Florida 33761 its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said statutes relative to the proper and complete performance of my duties.

DATED: This 19th Day of July, 2000

Raylon D. Opie
Registered Agent

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