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TRANSMITTAL LETTER

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

200003342242--7  
-08/01/00--01062--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: Strategic Holding Group, Inc.

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

X \$70.00  
Filing Fee

       \$78.75  
Filing Fee  
& Certified copy

FROM: HAYWARD & GRANT, P.A.

3375 Capital Circle N.E.

Tallahassee, Florida 32308

(850) 386-4400

FILED  
00 AUG - 1 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 AUG - 1 PM 12:05  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

TSMITH AUG 01 2000

Call when ready

**Articles of Incorporation of**  
**STRATEGIC HOLDING GROUP, INC.,**  
**a Florida Corporation**

00 AUG - 1 PM 12:59  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**Article I - Name**

The name of the corporation shall be:

STRATEGIC HOLDING GROUP, INC.

**Article II - Principal Office**

The principal place of business and mailing address of this corporation shall be:

2102 Monticello Drive  
Tallahassee, Florida 32303

**Article III - Shares**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One thousand (1,000).

**Article IV - Initial Registered Agent and Street Address**

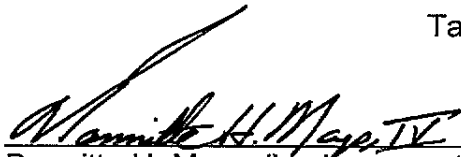
The name and Florida street address of the initial registered agent are:

Dannitte H. Mays, IV  
2102 Monticello Drive  
Tallahassee, Florida 32303

**Article V - Incorporator**

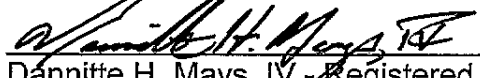
The name and address of the incorporator to these Articles of Incorporation are:

Dannitte H. Mays, IV  
2102 Monticello Drive  
Tallahassee, Florida 32303

  
Dannitte H. Mays, IV - Incorporator

July 27, 2000  
Date

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Dannitte H. Mays, IV - Registered Agent

July 27, 2000  
Date

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00 AUG - 1 PM 12:53  
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TALLAHASSEE, FLORIDA