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August 9, 2000

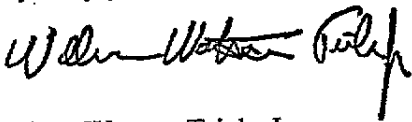
Florida Department of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32301

Re: Articles of Incorporation
STATES PROPERTIES, INC.

Dear Sir/Madam:

Please find enclosed our operating account check No. 1024 in the amount of \$78.75 together with the original and one copy for certification of the Articles of Incorporation for the above named entity. Please file the articles and return a certified copy to this office.

Very truly yours,



William Watson Trick, Jr.
WWT:ts
encl

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-08/10/00-D1065-002
*****78.75 *****78.75

FILED
00 AUG 10 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN AUG 16 2000

ARTICLES OF INCORPORATION
OF
STATES PROPERTIES, INC.

FILED
00 AUG 10 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: CORPORATE NAME: The name of this corporation is States Properties, Inc.

ARTICLE 2: PRINCIPAL OFFICE: The street address of the initial principal office of this corporation is 267 Avalon Avenue, Lauderdale by the Sea, Florida 33308.

ARTICLE 3: MAILING ADDRESS: The initial mailing address of this corporation is 267 Avalon Avenue, Lauderdale by the Sea, Florida 33308.

ARTICLE 4: CORPORATE POWERS: This corporation shall have the power to engage in all transactions permitted by law, and shall otherwise have all powers and may engage in all business permitted by law.

ARTICLE 5: AUTHORIZED NUMBER OF SHARES: This corporation is authorized to issue one hundred shares (100) of common stock having no par value.

ARTICLE 6: PREEMPTIVE RIGHTS: Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof based upon the proportion of shares which such shareholder holds to the total issued and outstanding shares prior to the new offering at the price at which it is offered to others.

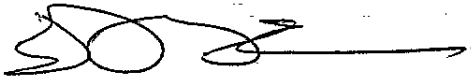
ARTICLE 7: INITIAL REGISTERED AGENT AND OFFICE: The street address of this corporation's initial registered office is 267 Avalon Avenue, Lauderdale by the Sea, Florida 33308. The name of the initial registered agent of this corporation at that address is Hotse Langeraar.

ARTICLE 8: INCORPORATOR: The name and address of the incorporator of this corporation is Hotse Langeraar, located at 267 Avalon Avenue, Lauderdale by the Sea, Florida 33308.

ARTICLE 9: INITIAL DIRECTOR: The name and address of the individual who is to serve as the initial director of this corporation is: Hotse Langeraar, located at 267 Avalon Avenue,

Lauderdale by the Sea, Florida 33308.

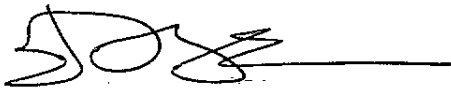
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Hotse Langeraar, Incorporator

Aug 09 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.



Hotse Langeraar

Aug 09 2000
Date

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