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TRANSMITTAL LETTER FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

000003359030--8
-08/16/00--01035--012
*****78.75 *****78.75

SUBJECT: MATT STADTER CO., INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of **\$78.75**.

FROM:

James G. Curry
6268 105th terrace North
Pinellas Park, FL 33782
727-544-2053

W-20643
R-27 8/22/00
24 8/31/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 22, 2000

JAMES G CURRY
6268 105TH TERR N
PINELLAS PARK, FL 33782

SUBJECT: MATT STADTER CO., INC.
Ref. Number: W00000020643

We have received your document for MATT STADTER CO., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 300A00045006

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
MATT STADTER CO., INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

6268 105th Terrace North
Pinellas Park, FL 33782
727-544-2053

ARTICLE I
CORPORATE NAME

The name of this corporation is MATT STADTER CO., INC..

ARTICLE II
SHARES

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

JAMES G CURRY
6268 105TH TERRACE NORTH
PINELLAS County
PINELLAS PARK, FL 33782

**ARTICLE IV
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

JAMES G CURRY
6268 105TH TERRACE NORTH
PINELLAS PARK, FL 33782

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VI
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

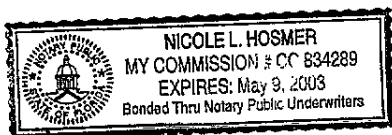
James G. Curry
JAMES G CURRY, Incorporator
6268 105TH TERRACE NORTH
PINELLAS PARK, FL 33782

State of Florida, County of PINELLAS, ss:

Subscribed and sworn to (or affirmed) before me this 14 day of Aug, 192000.

Nicole L. Hosmer

Notary Public



CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

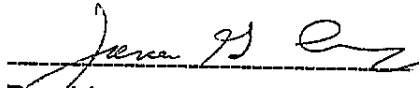
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

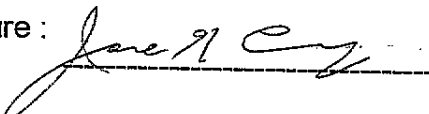
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the state of Florida.

The name and address of the registered agent and office is:

James G. Curry
6268 105th Terrace North
Pinellas Park, FL 33782
727-544-2053

Signature: 
Title : President
Date : Aug, 28, 2000

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.

Signature : 
Date : Aug 28, 2000