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OCT-5 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

DATE: SEPT 17, 2000

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-10/05/00--01100--003
122.50 **78.75

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
GEORGE FIRESTONE BLDG
409 EAST GAINES ST
TALLAHASSEE FL 32399

SUBJECT: THELMA ENTERPRISE, INC.

ENCLOSED IS AN ORIGINAL AND A COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR \$ 122.50

x Thelma E Fields
FROM: THELMA E FIELDS
11612 NO NEBRASKA AVE STE C
TAMPA FL 33612

F. CHESSER

OCT 6 2000

ARTICLES OF INCORPORATION

OF

THELMA ENTERPRISE, INC.

=====

THE UNDERSIGNED INCORPORATOR (S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT (S) THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE: THELMA ENTERPRISE, INC.

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ARTICLE II - PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

11612 NO NEBRASKA AVE STE C
TAMPA FL 33612

ARTICLE III - CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS:

100,000 SHARES OF COMMON STOCK, HAVING
A PAR VALUE OF \$ 1.00 PER SHARE

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH 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 (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

THELMA E FIELDS
11612 NO NEBRASKA AVE STE C
TAMPA FL 33612

ARTICLE VI - INCORPORATOR (S)

THE NAME (S) AND STREET ADDRESS (ES) OF THE INCORPORATOR(S)
TO THESE ARTICLES OF INCORPORATION IS ARE:

THELMA E FIELDS
11612 NO NEBRASKA AVE STE C
TAMPA FL 33612

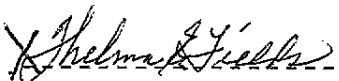
ARTICLE VII - BOARD OF DIRECTORS

THE NAME AND ADDRESS OF THE INITIAL BOARD OF DIRECTORS IS ARE:

1. THELMA E FIELDS
11612 NO NEBRASKA AVE STE C
TAMPA FL 33612

2.

THE UNDERSIGNED INCORPORATOR (S) HAS (HAVE) EXECUTED
THE ARTICLES OF INCORPORATION THIS SEPTEMBER 17, 2000

1. -----SIGNATURE

2.-----SIGNATURE

3.-----SIGNATURE

REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND
I FURTHER AGREED TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

X *Thelma E. Fields*
THELMA E. FIELDS
REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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