

Florida Department of State

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FLORIDA PROFIT CORPORATION OR P.A

ALL COUNTY MONOUMENTS CORP.

Certificate of Status	0
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January 25, 2001

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SUBJECT: ALL COUNTY MONUMENTS CORP.

REF: W01000001902

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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Freida Chesser Corporate Specialist FAX Aud. #: E01000010427 Letter Number: 901A00004194

STATE OF FLORIDA

COUNTY OF PALM BEACH

AFFIDAVIT OF ALL COUNTY MONUMENTS, INC.

HEATHER R. IVESTER, President of ALL COUNTY MONUMENTS, INC., being of full age and having been duly sworn upon her oath deposes and says:

- 1. I am the President of ALL COUNTY MONUMENTS, INC., a Florida Corporation ("Corporation"); and
- 2. The Corporation was dissolved in September, 2000 and I am making this Affidavit in support of the Corporation's decision that it has no intention of reinstatement.

FURTHER AFFIANT SAYETH NAUGHT.

ALL COUNTY MONUMENTS, INC.

her R. Ivester, President

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and in the County aforesaid to take acknowledgements, personally appeared HEATHER R. IVESTER, who (X) I know personally, or (___) produced proper identification, who took an oath and who executed the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid this day of January, 2001.

Notary Public

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ARTICLES OF INCORPORATION OF ALL COUNTY MONUMENTS CORP.

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The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a Corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this Corporation is ALL COUNTY MONUMENTS CORP.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporations Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 at \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The initial street address and the initial principal office of the Corporation shall be 1243 Avondale Lane, West Palm Beach, Florida 33409.

The name of the Corporation's initial registered agent is Heather R. Ivester, 1243 Avondale Lane, West Palm Beach, Florida 33409.

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ARTICLE V

The number of Directors constituting the initial Board of Directors of this Corporation is two. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The names and street addresses of the initial Directors of this Corporation are:

Name

Address

Heather R. Ivester

1243 Avondale Lane

West Palm Beach, FL 33409

William A. Laughlin

1243 Avondale Lane

West Palm Beach, FL 33409

The initial Directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of Directors which occurs between annual meetings.

ARTICLE VI

The name and address of the Incorporator are Heather R. Ivester, 1243 Avondale Lane, West Palm Beach, Florida 33409.

ARTICLE VII

It is the intention of the Corporation to indemnify its Officers, Directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The Shareholders of this Corporation shall have exclusive authority to fix the compensation of Directors of this Corporation, unless otherwise provided in the By-Laws.

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ARTICLE X

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI

The Corporation, its Shareholders, or any combination of the Corporation and its Shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 24 day of January, 2001.

Machine Land Co

Heather R. Ivester, Incorporator

STATE OF FLORIDA) SS.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared Heather R. Ivester to me known to be the person described in and who executed the foregoing Articles of Incorporation of ALL COUNTY MONUMENTS CORP., and she acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 24 day of January, 2001.

Notary Public

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That ALL COUNTY MONUMENTS CORP., desiring to organize under the laws of the State of Florida, with its principal place of business at 1243 Avondale Lane. West Palm Beach. Florida 33409 has named Heather R. Ivester, located at 1243 Avondale Lane, West Palm Beach, Florida 33409, as 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 this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Heather R. Ivester