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TRANSMITTAL LETTER

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: O'FLYNNS, INC.
(Proposed Corporate Name)

Enclosed is an original and (1) copy of the Articles of Incorporation and our check
for \$ 70.00.

FROM:

DEVRY E. DEWAN
CERTIFIED PUBLIC ACCOUNTANT
7006 ATLANTIC BOULEVARD
JACKSONVILLE, FL 32211-8706064

Note: Please provide the original and one copy of the Articles.

D. BROWN FEB 28 2001

OF
O'FLYNNS, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: O'FLYNNS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, all in keeping with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 par value common stock which shall be designated "Common Stock."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 VI - REGISTERED OFFICE, MAILING OFFICE,
AND REGISTERED AGENTS OFFICE

The street of the initial registered office, mailing office, and registered agent's office of this corporation is 7006 ATLANTIC BLVD., JACKSONVILLE, FLORIDA 32211-8706.

The name of the initial registered agent of this corporation is SEAN FLYNN

ARTICLE VII - INITIAL BOARD OF DIRECTORS

NAME

ADDRESS

PRESIDENT

SEAN FLYNN

7006 Atlantic Blvd.
Jacksonville, FL. 32211-8706

NAME

SEAN FLYNN

ADDRESS

7006 Atlantic Blvd.
Jacksonville, FL. 32211-8706

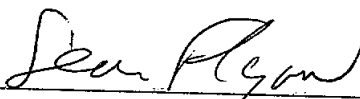
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22nd day of February, 2001.



SUBSCRIBER SEAN FLYNN

SUBSCRIBER

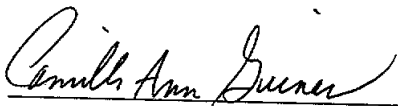
STATE OF FLORIDA

COUNTY OF DUVAL

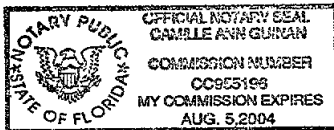
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **SEAN FLYNN**

known to be and known by me to be the person (s) who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 22nd day of February, 2001.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

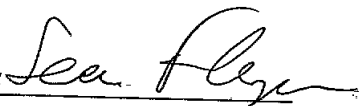
IN COMPLIANCE WITH SECTION 43.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST - THAT O'FLYNNNS, INC.

desiring to organize or qualify under the laws of the State of Florida, with its
principal place of business at the City of Jacksonville, State of Florida, has named

SEAN FLYNN, located at 7006 Atlantic Blvd., Jacksonville, FL.
32211-8706 as its agent to accept service of process within Florida.

SIGNATURE


SEAN FLYNN

TITLE: PRESIDENT

DATE: 02/22/01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
CAPTIONED 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.

SIGNATURE


REGISTERED AGENT
SEAN FLYNN

DATE: 02/22/01

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CLERK OF STATE
JACKSONVILLE, FLORIDA