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RANDALL W. HENLEY, P.A.

ATTORNEY AT LAW

324 DATURA STREET • SUITE 300
WEST PALM BEACH, FLORIDA 33401

RANDALL W. HENLEY

LICENSED IN FLORIDA
AND ARKANSAS

Telephone: 561-820-8100
Facsimile: 561-820-8103

March 12, 2001

DIVISION OF CORPORATIONS
409 Gaines Street
Tallahassee, FL 32399

Re: Goodell International, Inc.

01 MAR 13 AM 10:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen,

100003850271--1
-03/13/01-01049-002
*****78.75 *****78.75

Please find enclosed the original and one copy of the Articles of Incorporation for Goodell International, Inc. Also enclosed is my check in the amount of \$78.75 for the following:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75

Please contact me if there are any questions concerning this matter.

Yours truly,

Randall W. Henley
Randall W. Henley, Esq.

RWH/clg
encl.

RH
3/16/01

***ARTICLES OF INCORPORATION
OF
GOODELL INTERNATIONAL, INC.***

FILED

01 MAR 13 AM 10:52


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

1. The name of the Corporation shall be: Goodell International, Inc.
2. The address of the principal office of the Corporation is 2490 Players Court, Wellington, Florida 33414 and the mailing address of the Corporation is: 2490 Players Court, Wellington, Florida 33414.
3. The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue 100,000 common shares.
4. The street address of the Initial Registered Office of the Corporation is 324 Datura Street, Suite 300, West Palm Beach, Florida, and the name of the initial Registered Agent is Randall W. Henley, Esq.
5. The name and address of the Incorporator is Gary Goodell.
6. The purposes for which the Corporation is organized are the following:
 - a. To engage in the business of investments and development.
 - b. To engage in and transact any other lawful business of which corporations may be incorporated under the Florida Business Corporation Act and any other laws of the State of Florida. No


other purpose limits this general purpose in any way.

- c. To do such things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.


GARY GOODELL
Incorporator

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this statement, 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.


Randall W. Henley, Esq.
Registered Agent
Dated 3/12/01

01 MAR 13 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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