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March 12, 2001

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-03/16/01--01065--022
*****78.75 *****78.75

Subj: Incorporation of ANN COOKE-MANNING CO.

Dear Sir:

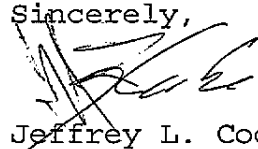
Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901, (321) 729-6399.

Thank you for your assistance in this matter.

Sincerely,


Jeffrey L. Cooke

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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01 MAR 16 PM 12:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ANN COOKE-MANNING CO.

ARTICLE I. NAME

The name of this corporation is

ANN COOKE-MANNING CO.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 1000 shares of
\$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. 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 pro rata share (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1265 Corey Rd., Malabar, Florida 32950 and the name of the initial registered agent of this corporation at that address is JEFFREY COOKE.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have five directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

L. DAVID COOKE
4702 Ladaff Dr.
Greensbough NC 27406

KAREN COOKE-FLINN
3134 Nah Nah Place
Kihei HI 96753

WENDY NELSON
2100 Wood St.
Melbourne FL 32904

DIANE HAINSEL
3830 Dairy Rd.
W. Melbourne FL 32904

JEFFREY COOKE
1265 Corey Rd.
Malabar FL 32950

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1265 Corey Rd., Malabar, Florida 32950 and the mailing address of the corporation is PO Box 500378, Malabar FL 32950.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

JEFFREY COOKE
1265 Corey Rd.
Malabar FL 32950

ARTICLE X. AMENDMENTS

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

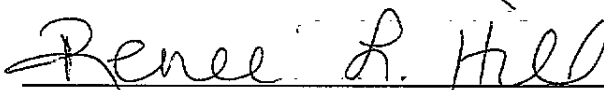
IN WITNESS WHEREOF the undersigned subscribers have executed these articles of incorporation on this 12th day of March, 2001.

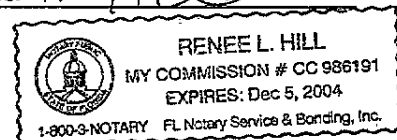

JEFFREY L. COOKE

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Jeffrey L. Cooke, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 12th day of March, 2001.





FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That ANN COOKE-MANNING CO., desiring to organize under
the laws of the State of Florida, with its principal office
at 1265 Corey Rd., Malabar, Brevard County, Florida 32950,
has named JEFFREY COOKE, located at 1265 Corey Rd., Malabar,
Florida 32950, as its agent to accept service of process
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


JEFFREY COOKE
Registered Agent