

P01000038956

2410 Madrid Way S
St. Petersburg, Florida 33712
March 16, 2001

Secretary of State
State of Florida
P.O. Box 6327
Tallahassee, Fl. 32314

EFFECTIVE DATE

3-30-01

Gentlemen \ madams

Enclosed, please find


100003889181--7
-03/20/01--01116--002
****122.50 *****78.75

- Articles Of Incorporation for Thompson Enterprises Inc.
- A check in the amount of \$ 122.50 for the following fees.

Filing Fee	\$ 70.00
Certified Copy	\$ 52.50
Total	\$122.50

FILED
01 APR - 6 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please direct all response mail to the undersigned Registered Resident Agent at PO Box 40504, St. Petersburg, Fl. 33743-0504


Richard M. Thompson
Director / Reg. Resident Agent
Thompson Enterprises, Inc.

STATE OF FLORIDA
COUNTY OF PINELLAS

F. ONESSER APR 10 2000

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and county set forth above, personally appeared Richard M. Thompson, known by me to be the person who executed the foregoing Acceptance.

IN WITNESS WHEREOF, I have hereunto set my hand affixed
my official seal in the State and County aforesaid this 16TH day of March, 2001.



Mary Caudill
MY COMMISSION # CC865195 EXPIRES
August 22, 2003
BONDED THRU TROY FAIR INSURANCE, INC.


MARY CAUDILL, Notary Public

W 6669



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 26, 2001

RICHARD M THOMPSON
P O BOX 40504
ST PETERSBURG, FL 33743-0504

SUBJECT: THOMPSON ENTERPRISES, INC.
Ref. Number: W01000006669

We have received your document for THOMPSON ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist
New Filings Section

Letter Number: 001A00017974

ARTICLES OF INCORPORATION
OF
THOMPSON ENTERPRISES – NORTH AMERICA, INC.

ARTICLE I – NAME

EFFECTIVE DATE
3-30-61

The name of the corporation is Thompson Enterprises – North America, Inc.

ARTICLE II – DURATION

The corporation shall have perpetual existence and this existence shall commence on the date of execution and acknowledgment of these articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of ONE (\$ 1.00) DOLLAR par value common stock which shall be designated " COMMON SHARES. "

ARTICLE V - INITIAL REGISTERED AND AGENT

The street address of the initial principal office of this corporation is 4370 Boggy Creek Road Kissimmee, Florida 34744, and the name of the initial registered agent of this corporation is Richard M. Thompson. Whose address is 2410 Madrid Way S. St. Petersburg, Fl. 33712

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR - 6 AM 8:13

FILED

ARTICLE VI - INITIAL BOARD OF DIRECTORS


This corporation shall have (2) directors initially. The number of directors may be increased or diminished from the time by the bylaws. The name and address of the initial directors of this corporation is:

Paul Thompson
4370 Boggy Creek Road,
Kissimmee, Florida 34744

Richard Thompson
4370 Boggy Creek Road
Kissimmee, Florida 34744

ARTICLE VII - INCORPORATOR

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


Richard M. Thompson
2410 Madrid Way S.
St. Petersburg, FL 33712

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, any right conferred upon the shareholders is subject to this Reservation.

ARTICLE IX - 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 thereof (as nearly as can be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE X -INDEMNIFICATION

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

ARTICLE XI -VOTING

At each election every shareholder will be entitled to one vote for each share of stock that she owns. Election outcomes will be determined by a majority of the votes cast.

ARTICLE XII - BY- LAW

The by-laws of this corporation may be adopted, altered, amended or replaced by the shareholders.

In witness whereof, the undersigned has executed these articles of incorporation this

30th day of March 2001.

I am hereby familiar with and accept the duties and responsibilities of registered agent for said corporation.

A handwritten signature in dark ink, appearing to read "Richard M. Thompson", is written over a horizontal line.

Richard M. Thompson

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Richard M. Thompson, known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed these articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 30th day of March 2001.

Mary Caudill
Mary Caudill
Notary Public
My commission Expires:

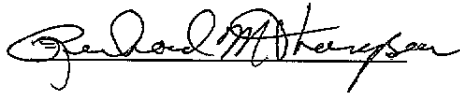


Mary Caudill
MY COMMISSION # CC865195 EXPIRES
August 22, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

The undersigned, hereby accepts designation as Resident Agent Of Thompson Enterprises - North America, Inc. As contained in the foregoing Articles of Incorporation and agrees to provide the services required under the Provisions, laws, and statutes of the State of Florida.

Dated: This 30th day of Mar. 2001



Richard M. Thompson

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and county set forth above, personally appeared Richard M. Thompson, known by me to be the person who executed the foregoing Acceptance.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal in the State and County aforesaid this 30th day of March 2001.



Mary Caudill, Notary Public



Mary Caudill
MY COMMISSION # CC865195 EXPIRES
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