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GARY L. BUTLER

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May 12, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

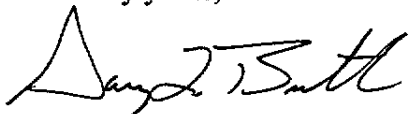
RE: Flatt, Inc.

Dear Sir or Madam:

Enclosed is the original Articles of Incorporation for Flatt, Inc., a for-profit Florida corporation. Also enclosed is a check for \$78.75 to cover the filing fee, the designation of the registered agent, and a certified copy of the filed Articles. Please return the certified copy to the address listed above.

If you have any questions concerning this matter, please contact me.

Sincerely yours,


Gary L. Butler

Enclosure
Cc: Mr. Mark Flatt

2001 MAY 14 AM 11:53
RECEIVED
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLATT, INC.

A Florida Corporation

2001 MAY 14 AM 11:53

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 1

NAME

The name of the corporation is Flatt, Inc.

ARTICLE 2

DURATION

The duration of this corporation is perpetual. The date and time of commencement of corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

ARTICLE 3

GENERAL PURPOSES

The general purposes for which this corporation is initially organized are to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE 4

SHARES

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares of common voting stock having a par value of \$0.01 per share.

ARTICLE 5

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 2566 S. Atlantic Avenue, Daytona Beach Shores, FL 32118. The registered agent of the corporation is Mark A. Flatt, and the office address of the registered agent is 2566 S. Atlantic Avenue, Daytona Beach Shores, FL 32118.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial board of directors is one (1) and the name and address of the person who is to serve as a member are as follows:

Mark A. Flatt
2566 S. Atlantic Avenue
Daytona Beach Shores, FL 32118

The number of directors may be changed from time to time in accordance with the bylaws of the corporation.

ARTICLE 7

INCORPORATOR

The name and address of the initial incorporator of this corporation is:

Mark A. Flatt
2566 S. Atlantic Avenue
Daytona Beach Shores, FL 32118


IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and
acknowledge these articles this 11 day of May, 2001.


MARK A. FLATT

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 11 day of May,
2001, by Mark A. Flatt, who is personally known to me or has produced
FLDL# F430-54163-1681 as identification.

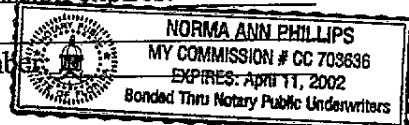
NOTARY PUBLIC:

Sign: 
Print: NORMA ANN PHILLIPS
State of Florida At Large
(Seal)

My commission expires: _____

Title/Rank: _____

Commission Number: _____



CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS
FOR SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, Flatt, Inc. hereby designates Mark A. Flatt as its registered agent and 2566 S. Atlantic Avenue, Daytona Beach Shores, FL 32118, as the street address of its registered office for service of process within the State of Florida.

FLATT, INC.

By: Mark A. Flatt
Mark A. Flatt, as its Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as the registered agent of Flatt, Inc. for service of process within the State of Florida.

Mark A. Flatt
MARK A. FLATT

2001 MAY 14 AM 11:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA