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Lawrence G. Lilly

Attorney at Law

Post Office Box 800100
St. Augustine, FL 32080-0100

Phone (904) 461-3311
FAX (904) 461-3315

May 11, 2001

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

Re: Paulter, Inc.

400004215684--0
-05/14/01--01124--004
*****70.00 *****70.00

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation together with my check in the amount of \$70.00 to cover the cost of filing.

Thank you for your cooperation in this matter.

Very truly yours,

Lawrence G. Lilly
Lawrence G. Lilly

LGL/sl
Enclosures

FILED
01 MAY 14 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PAULTER, INC.

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is PAULTER, INC. and its principal place of business shall be located at 304 Anastasia Boulevard, St. Augustine, Florida 32080.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

The purpose of the corporation shall be to such extent as a corporation organized under the Florida corporate law of this state may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of these objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws governing corporations of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor, or to otherwise engage in any lawful activity either within or without the state of Florida. The corporation may buy, sell, lease, rent, encumber, deal in or otherwise dispose of real or personal property including retail or wholesale sales, manufacturing, assembling, act as commission merchant, broker, jobber, dealer, import export, or any other lawful business activity without limitation. To do any and all other acts and things as are necessary or convenient to the attainment of the purpose of this corporation and any of them to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the Corporate Law of this state.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of common stock at one cent (\$.01) par value, which shall be designated as "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata 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 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office address of this corporation is 200 Marshside Drive, St. Augustine, Florida 32080, and the name of the initial registered agent of this corporation at that address is Teresa Ruen..

ARTICLE VII - DIRECTORS

Initially, this corporation shall have One (1) Director who shall serve until her successor(s) shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

Teresa Ruen
200 Marshside Drive
St. Augustine, Florida 32080

ARTICLE VIII - INCORPORATOR

The name and address of the signing Incorporator is:

Teresa Ruen
200 Marshside Drive
St. Augustine, Florida 32080

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided in §607.0831, Florida Statutes.

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. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: May 1, 2001



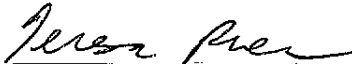
Teresa Ruen, Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

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

PAULTER, INC., desiring to organize or qualify under the laws of the State of Florida, has named Lawrence G. Lilly, Attorney at Law, 336 Redwing Lane, St. Augustine, Florida 32080, as its agent to accept service of process within Florida.

Dated: May 1, 2001



Teresa Ruen, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby 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.

Dated: May 1, 2001


TERESA RUEN
Registered Agent