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CHARLES M. SAMAHA
Attorney at Law

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Post Office Box 450
St. Petersburg, Florida 33731

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*****SPEED MEMO*****

May 29, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

600004337976--1
-06/01/01--01051--019
*****70.00 *****70.00

Re: Blethen, Inc.

Dear Sir:

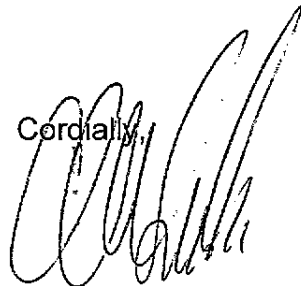
Please find enclosed original of Articles of Incorporation incorporating Resident Agent Designation, and check in the amount of \$70.00 covering the total filing fees.

Please return a copy of the filed Articles of Incorporation to:

Charles M. Samaha, Esq.
Post Office Box 450
St. Petersburg, FL 33731-0450

Thank you for your assistance in this matter.

Cordially,



CHARLES SAMAHA

Encl.

C. BLALOCK JUN 7 2001

ARTICLES OF INCORPORATION
OF
BLETHEN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME AND ADDRESS OF CORPORATION

The name and address of the corporation are Blethen, Inc., 500 Kirkland Circle, Dunedin, FL 34698.

ARTICLE II
Duration

The duration of the corporation is perpetual.

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 one thousand (1,000) shares of one dollar (\$1) par value common stock which shall be designated common shares.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 500 Kirkland Circle, Dunedin, FL 34698, and the name of the initial registered agent at such address is Diana Blethen.

ARTICLE VI
Management of Corporation

The names and addresses of the initial officers and directors who shall hold office the first year of the corporation's existence or until their successors are elected, are: Charles Blethen, President; and Diana Blethen, Vice President, Secretary & Treasurer, 500

Kirkland Circle, Dunedin, FL 34698.

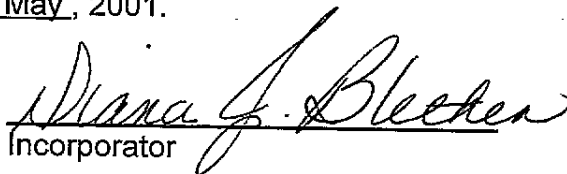
ARTICLE VII
Incorporator

The name and address of the person signing these Articles is: Diana Blethen, 500 Kirkland Circle, Dunedin, FL 34698

ARTICLE VIII
Amendments

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 stockholders is subject to this reservation.

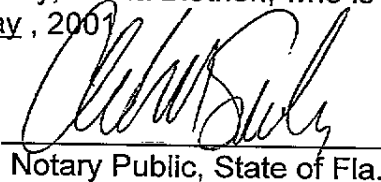
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of May, 2001.


Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

ACKNOWLEDGED TO before me by, Diana Blethen, who is personally known to me (or) produced id. , this 15 day of May , 2001

FL DAVID L.C.
3435-170-61-756-0


Notary Public, State of Fla.

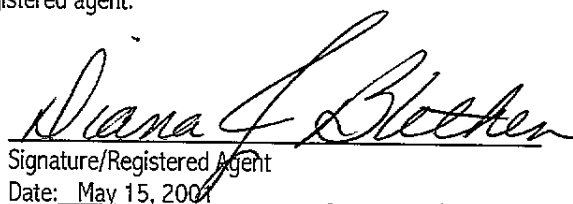
Name: Charles Samaha

My Commission Expires:



CHARLES M. SAMAHA
COMMISSION # CC 698028
EXPIRES DEC 25, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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 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.


Signature/Registered Agent
Date: May 15, 2001