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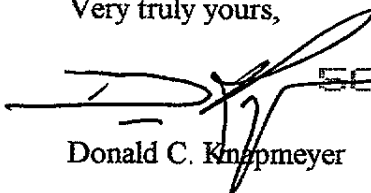
March 20, 2001

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

To Whom It May Concern:

Enclosed is a check for \$78.75 for the Articles of Incorporation of Celestial Spaces Corporation. Please send back the certified copy of the Articles to 413 Cleveland Street, Clearwater, FL 33755. If you need to contact us, we can be reached at 727-461-1733.

Very truly yours,


Donald C. Knapmeyer

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**ARTICLES OF INCORPORATION
OF
CELESTIAL SPACES CORPORATION**

FILED
01 JUN 11 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the corporation is "CELESTIAL SPACES CORPORATION."

II.

The mailing address of the corporation is 413 Cleveland Street, Clearwater, Florida, 33755.

III.

The corporation shall have the authority, acting by its board of directors, to issue not more than 1,000 shares of common class stock.

The shareholders of the corporation shall not have any preemptive rights to acquire any unissued shares of the corporation.

IV.

The address of the initial registered office of the corporation is 413 Cleveland Street, Clearwater, Florida, 33755, Pinellas County.

The name and address of the initial registered agent of the corporation is Donald C. Knapmeyer, 413 Cleveland Street, Clearwater, Florida 33755.

V.

The name and address of the incorporator is Donald C. Knapmeyer of 413 Cleveland Street, Clearwater, Florida 33755.

VI.

The corporation shall have perpetual duration.

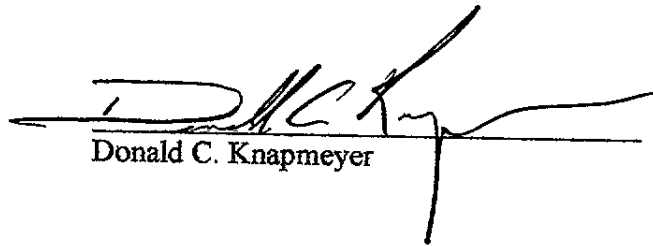
VII.

The corporation is a corporation for profit and is organized for the following purposes: To engage in any lawful act or activity for which a corporation may be organized under the Florida Corporation Statutes.

VIII.

The initial board of directors shall consist of one individual, his name and address is as follows: Donald C. Knapmeyer, 413 Cleveland Street, Clearwater, Florida 33755, Pinellas County. However the number of directors may be increased to as many as five (5) in number.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation. This 20th day of May, 2001.


Donald C. Knapmeyer

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is : CELESTIAL SPACES CORPORATION
2. The name and address of the registered agent and office is:

Donald C. Knapmeyer
413 Cleveland Street
Clearwater, Florida 33755

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

6-4-01
(Date)