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FLORIDA PROFIT CORPORATION OR P.A.

Bolton Holdings, Inc.

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|-----------------------|---------|
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ARTICLES OF INCORPORATION

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

Article I

The name of the corporation is Bolton Holdings, Inc.

Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as may be amended from time to time in the future.

Article III

The aggregate number of shares which the corporation shall have the authority to issue shall be 7,500, \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

Article IV

The street address of the corporation shall be 101 N. Woodland Boulevard, Suite 101, DeLand, Florida 32720. The name of the corporation's initial registered agent is Anissa J. Bolton whose mailing address is 101 N. Woodland Boulevard, Suite 101, DeLand, Florida 32720.

Article V

The number of directors constituting the initial Board of Directors of this corporation is two (2). The names and addresses of the initial directors of this corporation are:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| Joseph J. Bolton | 644 Black Ironwood Drive DeLand, Florida 32724 |

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Arlene M. Bolton

644 Black Ironwood Drive
DeLand, Florida 32724

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the board of Directors created by an increase in the number of directors which occurs between annual meetings.

Article VI

The name and address of the incorporator is: Anissa J. Bolton, 101 N. Woodland Boulevard, Suite 101, DeLand, Florida 32720.

Article VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.014, Florida Statutes.

Article VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the corporation shall so elect, they may exercise all powers and may conduct the business and affairs of this corporation in lieu of the Board of Directors.

Article IX

Directors of this corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of this corporation.

The shareholders of this corporation shall have exclusive authority to fix the compensation of the directors of the corporation, unless otherwise provided for in the By-Laws.

Article X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

Article XI

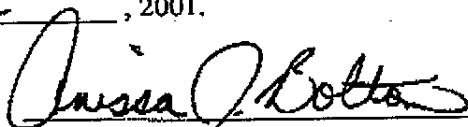
The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the

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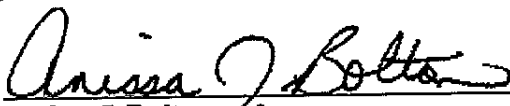
back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 19 day of June, 2001.



Anissa J. Bolton
Incorporator

Having been named as registered agent to accept service of process for Bolton Holdings, Inc. at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Anissa J. Bolton
Registered Agent

STATE OF FLORIDA)

) ss.

COUNTY OF VOLUSIA)

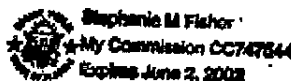
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared to me known to be the person described in and who executed the foregoing Articles of Incorporation of Bolton Holdings, Inc., and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 19th day of June, 2001.



Notary Public
State of Florida

My Commission Expires:



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