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July 19, 2001

Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation
Fall Classic, Inc.

500004492515--9
-07/24/01--01006--004
*****70.00 *****70.00

Dear Filing Clerk,

Enclosed herein you will please find our firm's check in the amount of \$70.00
For filing fee of Fall Classic, Inc. Also enclosed is the original and two (2) copies of
the Articles of Incorporation and Certificate of Registered Agent.

Please file this corporation and return back to me the filed copies in the stamped-
addressed envelope.

Thank you for your corporation in this matter.

Sincerely,



Angelo Pardo, Esq.

AP/fb
Enclos.

FILED
2001 JUL 23 PM 12:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

15
7/25/01

ARTICLES OF INCORPORATION

OF

FALL CLASSIC, INC.

FILED

2001 JUL 23 PM 12:01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I- NAME

The name of the corporation shall be:

FALL CLASSIC, INC.

The address of the principal office of this corporation shall be; Suite 211, 658 W Indiantown Road, Jupiter, Florida 33458 and the mailing address of the corporation shall be the same.

ARTICLE II- NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is any business or business activity permitted under the laws of the State of Florida.

ARTICLE III-CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock at \$1.00 par value.

ARTICLE IV-ADDRESS

The street address of the initial registered office of the corporation shall be as follows:

Suite 211, 658 W Indiantown Road, Jupiter, Florida 33458 and the name of the initial registered agent of the corporation at that address is: James M. McDow

ARTICLE V-TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLES VI-OFFICERS AND DIRECTORS

This corporation shall have (3) directors, initially. The name and street addresses of the initial director(s) who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

James M. McDow
18571 Misty Lake Dr.
Jupiter, FL 33458

James T.Helm
Suite 211
658 W Indiantown Rd.
Jupiter, FL 33458

Roberta A. MacDonald
136 Jupiter Key Rd.
Jupiter, FL 33477

ARTICLE VII-INCORPORATOR

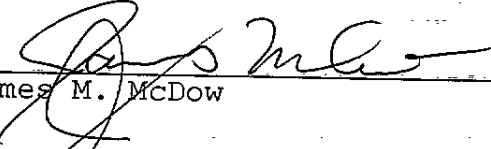
The name and street address of the incorporator(s) to these Articles of Incorporation is:


James M. McDow
18571 Misty Lake Dr.
Jupiter, FL 33458


James T.Helm
Suite 211
658 W Indiantown Rd.
Jupiter, FL 33458

Roberta A. MacDonald
136 Jupiter Key Rd.
Jupiter, FL 33477

IN WITNESS WHEREOF I/WE have made and subscribed our names(s) and signature(s) to these Articles of Incorporation this the 20th day of July, 2001.


James M. McDow


James T. Helm


Roberta A. Macdonald

State of Florida
County of Palm Beach

BEFORE ME, the undersigned authorities, personally appeared,
JAMES M. MCDOW, JAMES T. HELM, and ROBERTA A. MACDONALD, to me
well known to be the person(s) described as incorporator(s) in or
who has produced their Driver's Licenses as identification and who
executed the foregoing Articles of Incorporation, and they
acknowledged before me that they subscribed to those Articles of
Incorporation and who did take an oath.

WITNESS my hand and official seal in the County and State
aforesaid this the 20th day of July, 2001.

My Commission Expires:

Angelo Pardo
Notary Public,



Angelo Pardo
MY COMMISSION # CC790788 EXPIRES
January 9, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

2001 JUL 23 PM 12:01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE AND CONSENT OF REGISTERED AGENT

FOR

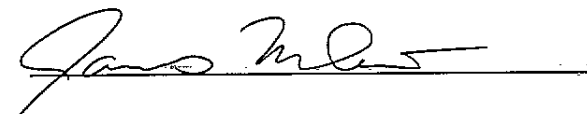
FALL CLASSIC, INC.

IN PURSUANCE to Chapter 48.091, Florida Statutes, 1977, the following is submitted in compliance with said Act:

FIRST: That FALL CLASSIC, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation being in Florida, names: JAMES M. MCDOW as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

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 to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


JAMES M. MCDOW