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JUL-26-2001 14:07
Division of Corporations

BACHMAN CPA

EFFECTIVE DATE
08-01-01

P.01

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01 JUL 26 PM 4:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State

Division of Corporations
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To:

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Fax Number : (850) 205-0381

From:

Account Name : BACHMAN CPA, P.A.
Account Number : 074200007973
Phone : (813) 964-0790
Fax Number : (813) 209-2023

FLORIDA PROFIT CORPORATION OR P.A.

Overlay Services, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
OVERLAY SERVICES, INC.**

**EFFECTIVE DATE
08-01-01**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I

Corporate Name

The name of this corporation is Overlay Services, Inc.

ARTICLE II

Nature of Business and Powers

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of common stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares having a par value of \$1.00 per share.

ARTICLE IV

Preemptive Rights

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price and on the terms at which it is offered to others.

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BACHMAN CPA, P.A.
1220 W. FLETCHER AVE.
TAMPA, FL 33612-3364

813-964-0790

AUDIT # H 01000084921 5**ARTICLE V****Terms of Existence**

The corporation shall have perpetual existence. The effective date of incorporation requested is August 1, 2001.

ARTICLE VI**Registered Agent and Initial Registered Office**

The Resident Agent and the street address of the initial Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

David L. Sparks

9505 Pebble Glen Avenue

Tampa, FL 33647

The mailing address of the corporation is:

Overlay Services, Inc.

9505 Pebble Glen Avenue

Tampa, FL 33647

ARTICLE VII**Board of Directors**

This corporation shall have (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

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ARTICLE VIII

Initial Directors

The name of the original director of this Corporation and his street address is:

David L. Sparks

9505 Pebble Glen Avenue

Tampa, FL 33647

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever shall first occur.

ARTICLE IX

Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

David L. Sparks

9505 Pebble Glen Avenue

Tampa, FL 33647

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AUDIT # H 01000084921 5**ARTICLE X****Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing articles of Incorporation this 26th day of July, 2001.

David L. Sparks
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, personally appeared David L. Sparks who produced
FL DRIVERS LICENSE
identification, S162-172-69-243-0, proved to be the person described as Incorporator
and who executed the foregoing Articles of Incorporation and acknowledged before me that he
subscribed to these Articles of Incorporation on July 26, 2001.

Karen Cope Bachman
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My commission expires

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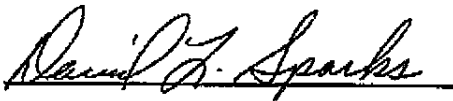
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SECRETARY OF STATE
TALLAHASSEE, FLORIDAAUDIT # H 01000084921 5ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the appointment and designation as Registered Agent for Overlay Services, Inc. on the 26th day of July, 2001 and agrees to comply with all laws applicable to said capacity.

Having being named to accept service of process for the above named Corporation at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the appointment in complete performance of my duty applicable to said capacity.

Dated: July 26, 2001



David L. Sparks
Resident Agent
Address: 9505 Pebble Glen Avenue
Tampa, FL 33647

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