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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 205-0381

Account Name : FAS T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

OFF AXIS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

ARTICLES OF INCORPORATION

OF

OFF AXIS, INC.

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

ARTICLE I. NAME

The name of the corporation shall be:

OFF AXIS, INC.

The principal place of business of this corporation shall be:

6039 CYPRESS GARDENS BLVD. #313, WINTER HAVEN, FL 33884

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Prepared by Ronald A. Brown & Associates, Inc.
P. O. Box 999, Winter Haven, FL 33882-0999

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ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. OFFICERS AND DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected are:

Steven H. Bates
President

6039 Cypress Gardens Blvd. #313
Winter Haven, FL 33884

Lisa A. Bates
Vice President

6039 Cypress Gardens Blvd. #313
Winter Haven, FL 33884

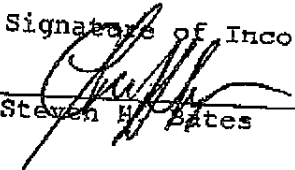
ARTICLE VI. INCORPORATOR(S)

The name and street address of the incorporator to this Articles of Incorporation is Steven H. Bates, 6039 Cypress Gardens Blvd. #313, Winter Haven, FL 33884.

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IN WITNESS WHEREOF, the undersigned incorporate has
executed these Articles of Incorporation this 14th day of
August, 2001.

Signature of Incorporator


Steven H. Bates

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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 Off Axis, Inc.
The name and address of the registered agent and office is Steven H. Bates, 6039 Cypress Gardens Blvd. #313, Winter Haven, FL 33884.

SIGNATURE _____

TITLE _____

DATE _____

President

8-14-01

Having been named to accept service of process for the above-stated 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 proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

SIGNATURE _____

DATE _____

8-14-01

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