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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
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From:

Account Name : CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 222-1222

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SECRETARY OF STATE
DIVISION OF CORPORATIONS**FLORIDA PROFIT CORPORATION OR P.A.****AVALON FINANCIAL SERVICES, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION OF
AVALON FINANCIAL SERVICES INC.

under Section 607 of the Business Corporation Law

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Section 607 of the Business Corporation Law of the State of Florida, does hereby certify and set forth:

[1] The name of the Corporation is:

AVALON FINANCIAL SERVICES INC.

[2] The purpose or purposes for which this corporation is formed, are as follows, to wit:

To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law exclusive of any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained; subject to any express limitations set forth herein, or in the Business Corporation Law.

To act as public relations and research counsellors, analysts and promoters, merchandising and industrial counsellors and business consultants and managers; and in connection therewith to render management, research and technical services to persons, firms, corporations and others, pertaining to their relations with associates, stockholders, government officials and agencies; the general public, and any person or special group.

To serve in an advisory, managerial and consultative capacity to corporations, associations, partnerships, individuals and others, and to establish and maintain bureaus, departments and laboratories for industrial, financial, statistical, inventory and other research work; and to engage, generally, in the business of providing, promoting and establishing systems, methods and controls for industrial and managerial efficiency and operations.

To investigate systems, methods and controls of manufacturing, plant operations, packing, storing, shipping, marketing, inventories, accounting and other integral operations pertaining to any and all types of businesses, and to make recommendations, revise, adapt, modernize and establish economies to effect industrial and managerial efficiency, and in connection therewith to take over the entire operation and business of any type of industry, or other forms of endeavor, and to do all such things and to perform all such services as may be necessary to carry out the foregoing purposes.

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To devise, develop, create, inaugurate and contract for the establishment, installation, sale and rental of systems, methods and controls for the efficient operation and management of industrial manufacturing, mercantile, commercial or other business concerns, firms, partnerships, associations and corporations and to provide, make available and furnish maintenance and supervision, and to train and instruct individuals in the operation, installation and maintenance of such systems, methods and controls.

Directly or through ownership of stock in any corporation, to purchase, lease, rent, exchange, or otherwise acquire real estate and property, either improved or unimproved, and any interest therein; to own, hold, control, maintain, manage and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate, and control all kinds of buildings, houses, hotels, apartments, motels, stores, offices, warehouses, mills, shops, factories and plants and all structures and erections of any description on any lands owned, held, rented or leased by the corporation, or upon any other lands; to lease or sublet offices, stores, apartments and other space in such building or buildings, and to sell, rent, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge, alienate or otherwise dispose of any such real estate and property, and any interest therein.

To acquire by purchase, lease or manufacture, or otherwise, any personal property deemed necessary or proper or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to mortgage, pledge, sell, let or otherwise dispose of any personal property at any time owned or held by the corporation.

To purchase or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in and dispose of mortgages covering any kind of real and personal property, tax liens and transfers of tax liens on real estate.

To make, enter into, perform and arrange for carrying out, contracts for constructing, building, altering, improving and repairing, decorating, maintaining, furnishing and fitting up buildings, tenements and structures of every description, and to advance money to and enter into agreements of all kinds with building contractors, property owners and others, for said purpose.

To acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every sort and description and wheresoever situated, including shares and bonds, debentures, notes, scrip, securities, evidences of indebtedness contracts or obligations of any corporation or association, whether domestic or foreign, or of any firm or individual or of the United States or any State, territory or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor, stocks, bonds

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or other securities or evidences of indebtedness of this corporation and, while the owner or holder of any such property, to receive collect and dispose of the interest, dividends and income on or from such property and to possess and exercise in respect thereto all of the rights, powers and privileges of ownership, including all voting powers thereon.

To construct, build, purchase, lease or otherwise acquire equip, hold, own, improve, develop, manage, maintain, control operate, lease, mortgage, create liens upon, sell, convey or otherwise dispose of and turn to account, any and all plants, machinery, works implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of the properties, assets, business and good will of any persons, firms, associations or corporations.

To purchase, exchange or otherwise acquire, invest in, own, devise, invent, manufacture, produce, fabricate, assemble, store transport, install, service, maintain, alter, repair, distribute sell, exchange, trade, encumber, assign, transfer or otherwise dispose of, import, export, license as licensor or licensee, lease as lessor or lessee, enter into contracts in respect of, acquire, receive, grant and assign licensing arrangements, options, franchises and other rights in respect of, and otherwise deal in and with, at wholesale and/or retail, for any use or purpose, whether as principal, agent, broker, factor, merchant, distributor, jobber, advisor of in any other lawful capacity, any and all kinds of goods, wares, merchandise, commodities, manufactured articles, raw materials, metals, animal and plant products, substances and other unimproved, improved, finished and processed articles and real, personal and mixed property of every kind and description, and generally to conduct a mercantile, industrial, investing and trading business, in all its branches, and such other business or businesses as may be incidental or advantageous thereto.

The powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other or additional powers, rights and privileges granted or permitted to a corporation by the Business Corporation Law, it being intended that this corporation shall have all the rights, powers and privileges granted or permitted to a corporation by such statute.

[3] The duration of the Corporation shall be perpetual.

[4] The aggregate number, class and par value of shares which the Corporation shall have authority to issue shall be two hundred (200) shares, all of which are to be without par value, of the same class and all of which hereby are designated as common stock.

[5] The principal office, mailing address, registered office and the registered agent of the Corporation within the State of Florida

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shall be located at:

7925 West Drive, #11
North Bay Village, Florida 33141
Bobby Nickson, Agent

[a] Having been named to accept service of process for the above stated Corporation, at the place herein designated, 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.

Signed:

Bobby Nickson
Bobby Nickson, Agent

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FBI STAFF
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

[6] The Board of Directors of the Corporation, and their addresses, are stated as follows:

Bobby Nickson
7925 West Drive, #11
North Bay Village, Florida 33141

[7] The Corporation, to the fullest extent permitted by Section 607 of the Business Corporation Law of the State of Florida, as the same may be amended and supplemented, shall indemnify any and all persons whom it shall have power to indemnify under said Section from and against any and all of the expenses, liabilities or other matters referred to in, or covered by, said Section. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or directors, or otherwise, both as to action in his official capacity and as to action in any other capacity while holding such office. The indemnification provided for herein shall continue as to a person who has ceased to be a director, officer, employee or agent of the corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.


[8] The personal liability of any Director of the Corporation to the Corporation itself, or to its Shareholders, for damages for any breach of duty in such capacity is hereby eliminated; except that such personal liability shall not be eliminated if a judgment or other final adjudication adverse to such Director establishes that his acts or omissions were in bad faith, or involved intentional misconduct, or a knowing violation of law, or that he personally gained, in fact, a financial profit or other advantage to which he was not legally entitled, or that his acts violated Section 719 of the Business Corporation Law.

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IN WITNESS WHEREOF, I have signed this Certificate on the
22nd day of August, 2001, and affirm the statements contained herein
as true, under penalties of perjury.



Jodie Skibinsky, Incorporator
41 State Street, Suite 401
Albany, New York 12207

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