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me

JOAN SESSLER CRABTREE
852 1ST AVE SOUTH #103
NAPLES, FL 34102

JUNE 26, 2001

FLORIDA DEPT. OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

IN
Attached
Fed Ex
Envelope
Prepaid

Dear Sir:

Please find enclosed Articles of Incorporation for J.S. CRABTREE INC. Please contact me if you have any further questions at 941-262-8874.

Sincerely,


Joan Sessler Crabtree

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

I, THE UNDERSIGNED, hereby submit to Incorporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporations for profit, the corporation named in Article I below.

ARTICLE I, NAME

The name of this Corporation shall be:

J.S CRABTREE INC.

ARTICLE II, NATURE OF BUSINESS

This Corporation may engage in any activities permitted under the laws of the United States and 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 time is Seventy-Five Hundred (7500) shares of common stock, of \$1.00 par value, which shall be documented fully paid and non-assessable, and further, which shall be Section 1244 stock as defined by the Internal Revenue code.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than one hundred (\$100) dollars.

ARTICLE V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of the principal office of the Corporation shall be:

1116 CAPE CORAL PARKWAY
CAPE CORAL, FL 33904

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

The Corporation shall have one Directors initially. The number of Directors may be either increased or diminished in accordance with the by-laws adopted by the shareholders but never be less than one. The name and address of the initial Director of this Corporation is:

JOAN SESSLER CRABTREE
1116 CAPE CORAL PARKWAY
CAPE CORAL, FL. 33904

ARTICLE VIII, INCORPORATORS

The name and address of the incorporators are:

JOAN SESSSLER CRABTREE
1116 CAPE CORAL PARKWAY
CAPE CORAL, FL. 33904

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X, AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

ARTICLE XI, SUB CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent, Joan Sessler Crabtree, 1116 CAPE CORAL PARKWAY, CAPE CORAL, FL 33904, accepts this position as signed below:

Joan Sessler Crabtree
JOAN SESSLER CRABTREE

The registered Office will be located at 1116 CAPE CORAL PARKWAY, CAPE CORAL, FL 33904

Joan Sessler Crabtree
JOAN SESSLER CRABTREE

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

Joan Sessler Crabtree
JOAN SESSLER CRABTREE

IN WITNESS WHEREOF, the undersigned as subscribing incorporators, have hereinto set my hand and seal this 26 day of June 2001, for the purpose of forming this Corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

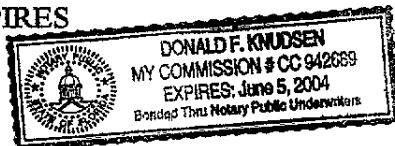
Joan Sessler Crabtree
JOAN SESSLER CRABTREE

SWORN TO AND SUBSCRIBED BEFORE ME

THIS 26 DAY OF June 2001

Donald F. Knudsen

NOTARY PUBLIC
MY COMMISSION EXPIRES



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2001 AUG 30 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Person a fly fishing
driver's license*