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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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SEPTEMBER 4, 2001

1648 S. FOUNTAINHEAD ROAD,
FORT MYERS, FL. 33919

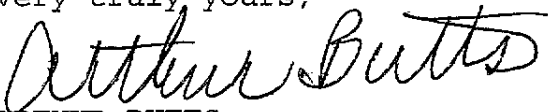
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*****78.75 *****78.75

Corporation Records Division
Secretary of State
P. O. Box 6327
Tallahassee, FL 32301

Enclosed find check for \$78.75 to cover the cost of registration of
the accompanying articles of Incorporation of ART BUTTS, INC.

Please take the necessary steps to form that corporation.

Very truly yours,


ARTHUR BUTTS

E-CHESSE

SEP 11 2001

ARTICLES OF INCORPORATION
OF
ART BUTTS, INC.

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TALLAHASSEE, FLORIDA
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The undersigned, for the purpose of forming a corporation under the provisions of the FLORIDA GENERAL CORPORATION ACT, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is ART BUTTS, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The corporation may engage in the operation of an enterprise dedicated to the, building and repair of residential or commercial structures or any other business activity authorized under the laws of the State of FLORIDA or of the laws of the United States.

ARTICLE IV

The Corporation shall have authority to issue one (1) class of Capital Stock which shall consist of five thousand (5,000) shares of one dollar (\$1.00) PAR value Common Stock.

ARTICLE V

The corporation shall commence business upon the approval of these Articles of Incorporation.

ARTICLE VI

The principal place of business shall be located in LEE County, FLORIDA. The address of the principal place of business shall be 1648 S. FOUNTAINHEAD ROAD, FORT MYERS, Florida. The corporation shall have the right and authority to transact business at such other place or places within or without the State of FLORIDA as the corporation may by resolution designate.

ARTICLE VII

The corporation shall have a board of directors consisting of no less than one (1) nor more than five (5) members. The number of said directors shall be determined by the shareholders at their annual meeting or may be fixed by the By-Laws of the corporation.

ARTICLE VIII

The officers by whom the business of said corporation shall be conducted shall be the President, who shall be a Director, the Secretary and Treasurer and other such officer and agents who shall be chosen by the Board of Directors. Each officer shall hold office for such term and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The initial Board of Directors shall consist of two (2) members and shall act as director until successors are elected and qualified. The name and post office addresses of the initial Board of Directors is as follows:

ARTHUR BUTTS
1648 S. FOUNTAINHEAD ROAD,
FORT MYERS, FLORIDA 33919

HARRIETTE BUTTS
1648 S. FOUNTAINHEAD ROAD,
FORT MYERS, FLORIDA 33919

ARTICLE IX

The name and post office address of the subscribers of these Articles if Incorporated with the amount of stock subscribed for and agreed to be taken is as follows:

ARTHUR BUTTS 510 SHARES
1648 S. FOUNTAINHEAD ROAD,
FORT MYERS, FLORIDA 33919.

HARRIETTE BUTTS 490 SHARES
1648 S. FOUNTAINHEAD ROAD.
FORT MYERS, FLORIDA 33919

ARTICLE X

The Directors shall be elected by the Shareholders at their annual meeting to be held at the principal office of the corporation or at such place as may be designated in the By-Laws of the Corporation, or as may otherwise be agreed upon.

ARTICLE XI

The registered office of this Corporation shall be at 2822 S.E. 28TH ST. FORT MYERS, Florida 33919 and the place for service of process shall be at that address.

The registered agent of the Corporation is ARTHUR BUTTS and his address is 1648 S. FOUNTAINHEAD ROAD,, FORT MYERS, FLORIDA 33919.

Having been named as registered agent to accept service for ART BUTTS, INC., at the place stated above, I hereby agree to act

in that capacity, and I further agree to the proper and complete performance of my duties.

Arthur Butts
ARTHUR BUTTS, Registered Agent

Dated this 1st day of SEPTEMBER, 2001

ARTICLE XII

Each shareholder shall have a right to purchase his pro rata share of any new issue of stock, as nearly as may be done without the issuance of fractional shares, at the price at which said stock is offered to others.

ARTICLE XIII

The initial By-Laws of this corporation shall be adopted by the Stockholders. The By-Laws may be amended from time to time by either the stockholders or the board of directors. The shareholders shall have the final vote as to the adoption or changes made to the By-Laws.

IN WITNESS WHEREOF, we the undersigned being the original subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of FLORIDA, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, and hereby certify that the facts therein stated are true, and hereby, respectfully, agree to take the number of shares of stock hereinbefore set forth and accordingly set our hands and seals at FORT MYERS, FLORIDA on this 1st day of SEPTEMBER, 2001.

Arthur Butts
ARTHUR BUTTS

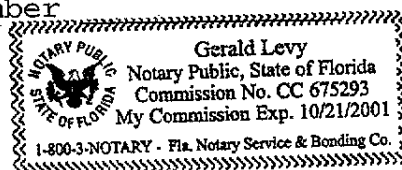
STATE OF FLORIDA |
COUNTY OF LEE | SS.

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgements and administer oaths personally appeared ARTHUR BUTTS who is known to me to be the persons who made and subscribed to the foregoing Articles of Incorporation, and certify and acknowledge that he made and executed said certificate for the use and purpose therein stated.

WITNESS my hand and official seal this 1 day of SEPTEMBER, 2001

My commission expires:

Gerald Levy
Notary Public
Number



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