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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4110 SW 34 Street
Gainesville, FL 32608
October 16, 2001

Florida Secretary of State
The Capitol
Tallahassee, FL 32314

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-11/02/01--01045--004
*****70.00 *****70.00

Greetings,

Please accept the attached Articles of Incorporation for Fred Chiarell, Inc., and the enclosed check for \$70.00 for filing.

Please return a certified copy to me.

Sincerely,


Fred Chiarell

C. BLALOCK NOV 5 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Fred Chiarell, Inc.

I, the undersigned, hereby declare the purpose of forming a corporation for profit under the laws of the State of Florida.

Article I

The name of this corporation shall be: Fred Chiarell, Inc.

Article II

The general nature of the business of this corporation shall be all lawful business activity permitted under the laws of the State of Florida and under the laws of the United States of America, without exception. This corporation may perform any part of its business outside of the State of Florida and in the other states, colonies or territories of the United States of America, and in all foreign countries.

Article III

The maximum number of shares of stock of the corporation is authorized to have outstanding at any time shall be ONE HUNDRED (100) shares of ONE DOLLAR (\$1.00) par value each, which shares will all be COMMON STOCK.

Article IV

This corporation shall have perpetual existence.

Page 2, Articles of Incorporation, Fred Chiarell, Inc.

Article V

The street address of the initial principal office of this corporation is 4110 SW 34 Street, Suite 15, Gainesville, FL 32608.

The initial registered agent is Fred Chiarell, 4110 SW 34 Street, Gainesville, FL 32608.

Article VI

The number of directors shall be not less than one. The names of the initial directors of this corporation are:

Fred Chiarell	4110 SW 34 Street, Ste 15 Gainesville, FL 32608
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Article VII

The name and address of each subscriber of these Articles of Incorporation, and the number of shares of stock each agrees to take are:

Fred Chiarell	4110 SW 34 Street, Ste 15 Gainesville, FL 32608	100 shares
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Article VIII

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 stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article IX

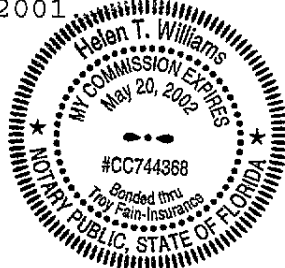
The By-Laws of this corporation may authorize issuance of both voting and non-voting series of common stock.

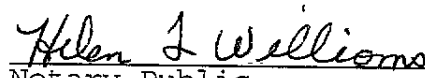

Fred Chiarell

STATE OF FLORIDA)
) SS
COUNTY OF ALACHUA)

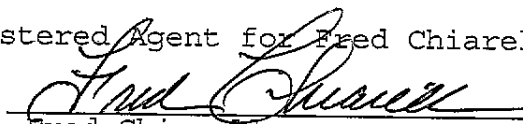
BE IT REMEMBERED, THAT ON THIS DAY before me personally appeared Fred Chiarell, party to the foregoing instrument, who is known to me, and they acknowledged before me that he freely and voluntarily made, signed and executed the said instrument for the purposes stated therein, and that the facts therein stated are truly set forth.

WITNESS my hand and seal at Gainesville, Florida, this 16th day of October, 2001




Notary Public,
State of Florida

I hereby accept appointment as Registered Agent for Fred Chiarell, Inc.


Fred Chiarell