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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

FLORIDA LITHOLOGY NO. 3, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FLORIDA LITHOLOGY No. 3, INC.

(6)

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation shall be:

FLORIDA LITHOLOGY No. 3, INC.

ARTICLE II
TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.
The Corporation shall commence its existence as of the date of filing of the Articles.

ARTICLE III
PURPOSE

This Corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE OR MAILING ADDRESS

The initial principal office of the Corporation, or the mailing address of the Corporation shall be:

14255 U.S. Highway 1
Suite 2170
Juno Beach, Florida 33408

Prepared by:
Paul H. Freeman
1840 W. 49TH STREET
Suite 410
HIALEAH, FLORIDA 33012
ph: (305)827-3331
Florida Bar #161840

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ARTICLE V CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares	7,000
Par Value Per Share	\$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Stockholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE VI PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

1840 W.49th Street
Suite 410
Hialeah, Florida 33012

The name of the initial Registered Agent of this Corporation at the aforementioned address is: PAUL H. FREEMAN.

ARTICLE VIII
INCORPORATOR

The name and address of each incorporator is as follows:

PAUL H. FREEMAN
1840 W.49th Street
Hialeah, Florida 33012

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The initial Board of Directors shall consist of one (1) member whose name and address is as follows:

David Wilder
14255 U.S. Highway 1
Suite 2170
Juno Beach, Florida 33408

ARTICLE X
MISCELLANEOUS

A. Upon election of the Board of Directors by the Stockholders, such Board shall manage the business and affairs of the Corporation.

B. The Board of Directors, at its initial meeting, shall elect officers of the

Corporation, which shall consist of a President and Secretary, at a minimum, who may be the same person.

C. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Stockholders or the Directors. The Stockholders may amend, alter, or repeal any By-Laws adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Stockholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Stockholders.

D. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

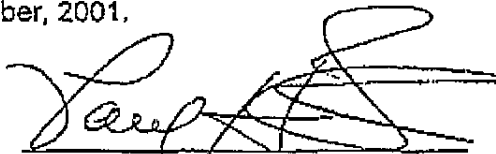
E. Any Incorporator or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

F. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

G. No contract or other transaction between this Corporation and any other Corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or any Directors, or Officers of, such other Corporation.

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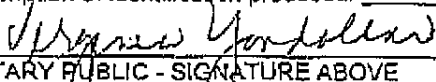
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles
of Incorporation this 19 day of December, 2001.


PAUL H. FREEMAN

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

EXECUTION OF the foregoing instrument was acknowledged before me this 19 day of December,
2001, by PAUL H. FREEMAN, who is personally known to me or who has produced sufficient evidence of
identification (described below) and who did take an oath.

Description of identification produced: _____


NOTARY PUBLIC - SIGNATURE ABOVE



Virginia Yondolino
Commission # CC 945009
Expires July 6, 2004
Bounded Thru
Adamic Bonding Co., Inc.

(Affix Notary Seal)

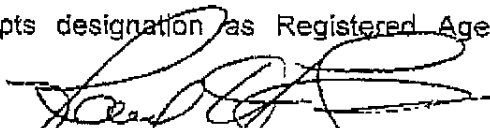
NOTARY NAME: _____

COMMISSION NO.: _____

COMMISSION EXP. DATE: _____

Notary Name/Commission No./Exp. Date - type or printed

The undersigned hereby accepts designation as Registered Agent of the
Corporation.


PAUL H. FREEMAN

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