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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
2002 FEB 18 PM 2:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUBJECT: McCLELLAN ENTERPRISES, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and our check for \$70.00.

FROM: Ezra R. Witsman, Attorney at Law
Witsman & Reed
138 E. Central Avenue
Howey-in-the-Hills, Florida
352-324-3131

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

McCLELLAN ENTERPRISES, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is McCLELLAN ENTERPRISES, INC.

ARTICLE II

The existence of the corporation shall begin on the date of the filing of the Articles of Incorporation with the Department of State, Division of Corporations.

ARTICLE III

The street address of the principal office of the corporation is 7422 Edgewood Boys Ranch Road, Groveland, Florida 34736.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is one thousand (1,000), par value .01 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

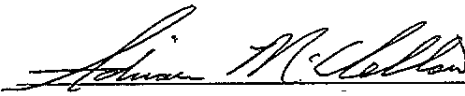
The initial street address of the corporation's registered office is 138 East Central Avenue, Howey-in-the-Hills, Florida. 34737. The initial registered agent for the corporation at that address is Ezra R. Witsman, Esquire.

ARTICLE VI

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation is:

Adrian McClellan
7422 Edgewood Boys Ranch Road
Groveland, Florida 34736

The undersigned has executed these articles of incorporation on this 31st day of January, 2002.



Adrian McClellan, Incorporator

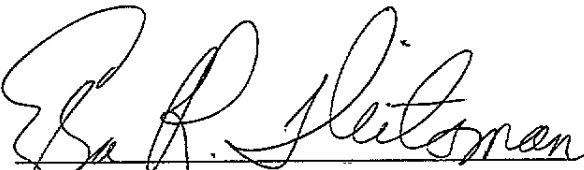
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

UNDER THE PROVISIONS OF F.S. § 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: McCLELLAN ENTERPRISES, INC.
2. The name and address of the registered agent and office is:

Ezra R. Witsman, Esquire
138 East Central Avenue
Howey-in-the-Hills, Florida, 34737

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Ezra R. Witsman, Esquire
January 31, 2002.

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