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FILED
02 FEB 21 AM 11:15
CLERK OF STATE
TALLAHASSEE, FLORIDA

February 20, 2002

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32399

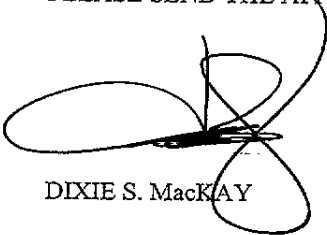
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*****78.75 *****78.75

DEAR SIRs,

ENCLOSED YOU WILL FIND OUR CHECK FOR \$ 78.75 FOR FILING FEES (INCLUDING A CERTIFIED COPY)
AND THE ARTICLES OF INCORPORATION AND DESIGNATION OF REGISTERED AGENT FOR

CARL KIRBY, INC.

PLEASE SEND THE APPROPRIATE DOCUMENTS TO ME AT THE ABOVE ADDRESS. THANK YOU.



DIXIE S. MacKAY

DSM/jas
enc.

DB 2/25

ARTICLES OF INCORPORATION
OF

CARL KIRBY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be: CARL KIRBY, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of this corporation shall be: 2031 Helm Lane, Valrico, FL 33594

The office Mailing address for this corporation shall be: 2031 Helm Lane, Valrico, FL 33594

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

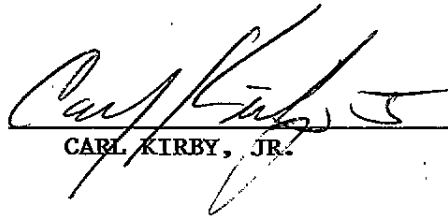
The name and address of the initial registered agent is: CARL KIRBY, JR., 2031 Helm Lane, Valrico, FL 33594

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

CARL KIRBY, JR., 2031 Helm Lane, Valrico, FL 33594

The undersigned incorporator has executed these Articles of
Incorporation the 20th day of February, 2002.



CARL KIRBY, JR.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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: CARL KIRBY, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:
CARL KIRBY, JR., 2031 Helm Lane, Valrico, FL 33594

Having been named as registered agent and to accept service of process
for the above stated corporation at the place designated in this certifi-
cate, I hereby 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.



CARL KIRBY, JR.

2/18/02
DATE