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February 28, 2002

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

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-03/04/02--01028--005
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for \$78.75 (Filing Fee & Certificate of Status) for:

FERGUSON ARTS, INC.

Please forward the Articles of Incorporation and Certificate of Status to:

Michael W. Allen
1220 Douglas Avenue, Suite 101
Longwood, FL 32779

(407) 539-2212

Thank you for your attention to this matter.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

FERGUSON ARTS, INC.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**FERGUSON ARTS, INC.
4415 FLAGG STREET
ORLANDO, FL 32812**

ARTICLE III – PURPOSE

This Corporation is organized for the following purposes: To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these Articles.

ARTICLE IV – CAPITAL STOCK

The total number of shares of capital stock that this corporation is authorized to have outstanding at any one time is 100 shares of Common Stock at \$1.00 par value per share.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**GLENN A. FERGUSON
4415 FLAGG STREET
ORLANDO, FL 32812**

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ARTICLE VI – INITIAL OFFICERS/DIRECTORS

The names and addresses of the initial officer of this Corporation is:

GLENN A. FERGUSON
4415 FLAGG STREET
ORLANDO, FL 32812

ARTICLE VII – INCORPORATOR(S)

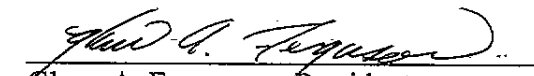
The name and mailing address of the incorporator to these Articles of Incorporation is:

GLENN A. FERGUSON
4415 FLAGG STREET
ORLANDO, FL 32812

ARTICLE VIII – EFFECTIVE DATE OF INCORPORATION

The effective date of incorporation shall be March 01, 2002.

The undersigned incorporator has executed these Articles of Incorporation this 27th day of February, 2002.



Glenn A. Ferguson – President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:
FERGUSON ARTS, INC.

2. The name and street address of the registered agent and office is:
GLENN A. FERGUSON
4415 FLAGG STREET
ORLANDO, FL 32812

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *Glenn A. Ferguson*
Glenn A. Ferguson
February 27, 2002