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law office of

Andrew G. Natelson

412 S. Central Ave
P.O. Box 307
Flagler Beach, FL 32136

Phone
904/439-5138

March 13, 2002

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

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

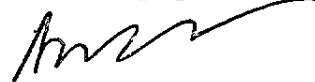
Dear Sir or Madam:

I represent Leopold E. Glasgow who is the incorporator of a proposed Florida Corporation for profit, Eardley's Inc. Enclosed please find an original of Articles of Incorporation of Eardley's, Inc. and original certification of designation of registered agent / registered office signed by Cassandra V. Glasgow who is Leopold E. Glasgow's wife. I am also enclosing a check payable to Division of Corporations in the amount of \$78.75.

Please file the article of incorporation of Eardley's Inc. and the certification of designation of registered agent / registered office with your department and send me proof that the articles have been filed.

If you have any questions or need anything further, please feel free to call. Thank you for your assistance.

Sincerely yours,



Andrew G. Natelson

AGN/mm
enc:

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 15 AM 11:21

R. CHESSE

MAR 21

ARTICLES OF INCORPORATION OF
EARDLEY'S INC.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 MAR 15 AM 11:21

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

The name of the corporation shall be Eardley's Inc.

ARTICLE II

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

12 Zephyr Lily Place
Palm Coast, Florida 32164

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 shares of common stock with \$1.00 par value

ARTICLE IV

The name and address of the initial registered agent is:

Cassandra V. Glasgow
12 Zephyr Lily Place
Palm Coast, Florida 32164

ARTICLE V

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

Leopold E. Glasgow
12 Zephyr Lily Place
Palm Coast, Florida 32164

The undersigned incorporator has executed these Articles of
Incorporation on this 9TH day of March, 2002.

Leopold E. Glasgow
Leopold E. Glasgow

State of Florida
County of Flagler

The foregoing instrument was acknowledged before me on March
9, 2002 by Leopold E. Glasgow.

Brandon Miller
Notary Public

Personally known _____ OR
Produced Identification _____
Type of Identification Produced _____

CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE

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. -

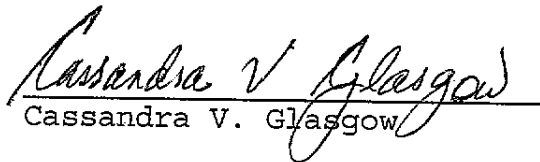
1. The name of the corporation is: Eardley's, Inc.
2. The name and address of the registered agent and office is:

Registered Office
12 Zephyr Lily Place
Palm Coast, Florida 32164

Registered Agent
Cassandra V. Glasgow
12 Zephyr Lily Place
Palm Coast, Florida 32164

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 15 AM 11:21

HAVING BEEN DESIGNATED 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 OF 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.


Cassandra V. Glasgow

March 9, 2002

Date executed by
Cassandra V. Glasgow