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Michelle Oakes Pinckett
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March 13, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-03/15/02--01029--005
*****78.75 *****78.75

Re: *Keplinger Designs, Inc.*

Gentlemen:

Enclosed herewith for filing please find the original and a copy of Articles of Incorporation with the certificate designating resident agent attached. A check in the amount of \$78.75 is also enclosed for filing fees in this regard.

It would be appreciated if you would return the copy of the Articles of Incorporation stamped received and your certificate of filing same to my office.

Thank you for your attention and consideration.

Sincerely,


Leslie Yelverton
Secretary to Abel A. Putnam

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

KEPLINGER DESIGNS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

NAME

The name of the corporation is **KEPLINGER DESIGNS, INC.**

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS OF THE CORPORATION

The address of the principal office of the corporation is 1316 George Jenkins Boulevard, Lakeland, Florida 33815, and its mailing address is P.O. Box 7895, Lakeland, Florida 33807.

ARTICLE III

COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence effective upon the filing hereof and the issuance of corporate stock, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

STOCK

The corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock, which shares shall be a single class.

ARTICLE VI

PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

ARTICLE VII

BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial director who shall hold office until the successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

Name

Address

Kristina Keplinger

P.O. Box 7895, Lakeland, Florida 33807

Keith R. Keplinger

P.O. Box 7895, Lakeland, Florida 33807

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X
AMENDMENT

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI
INCORPORATOR


The name and address of the Incorporator to these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Michelle Oakes Pincket	500 S. Florida Avenue, Suite 200 Lakeland, Florida 33801

ARTICLE XII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 500 S. Florida Ave., Suite 200, Lakeland, Florida 33801, and the name of the initial registered agent of the corporation at that address is Michelle Oakes Pincket.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 13th day of March, 2002.

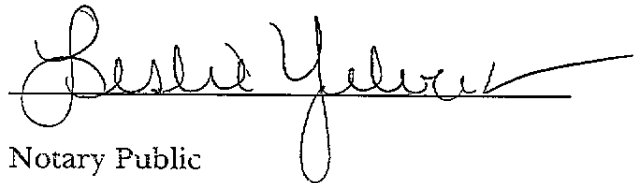

_____(SEAL)
Michelle Oakes Pincket, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **Michelle Oakes Pincket**, who is personally known to me or ~~who has produced~~ _____ as identification.

WITNESS my hand and official seal this 13th day of March, 2002, at Lakeland, Florida.

(NOTARIAL SEAL)



Notary Public
State of Florida at Large
My Commission Expires:



To: The Department of State
Tallahassee, Florida 32304

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

KEPLINGER DESIGNS, INC., with its place of business at 1316 George Jenkins Boulevard, Lakeland, Florida 33815, has named Michelle Oakes Pincket, located at 500 S. Florida Avenue, Suite 200, Lakeland, Florida 33801, as its agent to accept service of process within Florida.

Dated: March 13, 2002.



Michelle Oakes Pincket

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated: March 13, 2002.



Michelle Oakes Pincket
Registered Agent

FILED
02 MAR 15 AM 11:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA