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Transmittal Letter

March 18th, 2002

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

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

EFFECTIVE DATE
4-1-02

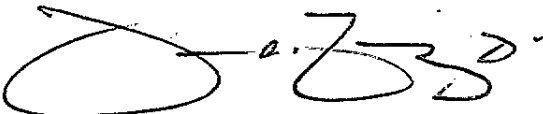
SUBJECT: FRAZIER MANAGEMENT GROUP, INC.
A newly formed Florida corporation

Please find enclosed an original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent / Registered Office for FRAZIER MANAGEMENT GROUP INC., a newly formed Florida corporation.

A check for \$78.75 is enclosed for the filing fee, certified copy and certificate.

Please send the certificate and certified copy of the articles to James Frazier at 3716 Orangepointe Road, Valrico, FL 33594.

Thank you,



James A. Frazier, Jr.

3716 Orangepointe Road
Valrico, FL 33594
(813) 643-2779

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 21 PM 1:39

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ARTICLES OF INCORPORATION OF
FRAZIER MANAGEMENT GROUP, INC.
A FLORIDA CORPORATION

The undersigned Incorporator, pursuant to Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation for FRAZIER MANAGEMENT GROUP, INC., a Florida corporation.

ARTICLE I
NAME

EFFECTIVE DATE

4-1-02

The name of the corporation is: FRAZIER MANAGEMENT GROUP, INC.

ARTICLE II
ADDRESS

The principal office and mailing address of the corporation is: 3716 Orangepointe Road, Valrico, FL 33594.

ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is: 3716 Orangepointe Road, Valrico, FL 33594, and the corporation's initial registered agent at such address is James A. Frazier, Jr.

ARTICLE IV
INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is James A. Frazier, Jr., 3716 Orangepointe Road, Valrico, FL 33594.

ARTICLE V
DURATION

The duration of the corporation shall be perpetual.

ARTICLE VI
PURPOSE

The corporation may engage in any and all lawful business which corporations may conduct under the laws of the State of Florida.

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ARTICLE VII CAPITAL STOCK

The aggregate number of shares that the corporation shall have authority to issue is 1,000 shares without par value common stock. The consideration for the issuance of the shares shall be paid to or received by the Corporation in full before their issuance.

ARTICLE VIII DIRECTORS

The Corporation's board of directors shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The initial director of the Corporation is James A. Frazier, Jr. and his address is 3716 Orangepointe Road, Valrico, FL 33594.

ARTICLE IX AMENDMENT

Except as otherwise required by law or these Articles of Incorporation, the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE X STOCKHOLDER MEETINGS

Meetings of stockholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE XI BYLAWS

Except as otherwise provided in these Articles of Incorporation, in furtherance and not in limitation of the power conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

FRAZIER MANAGEMENT GROUP, INC.
Articles of Incorporation
Effective April 1, 2002
Page 3 of 3

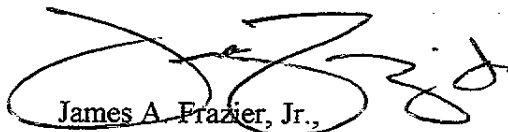
ARTICLE XII
INDEMNIFICATION

The Corporation shall indemnify its officers, directors, employees and agents, and advance expenses to such persons, to the fullest extent permitted by Section 607.0850, Florida Statutes, as the same may be amended or replaced.

ARTICLE XIII
EFFECTIVE DATE

Pursuant to the provisions of Section 607.0203, Florida Statutes, the effective date of these Articles is April 1, 2002.

The undersigned incorporator has executed these Articles of Incorporation this 18th day of March 2002.


James A. Frazier, Jr.,
As Incorporator

Certificate of Designation of
Registered Agent / Registered Office

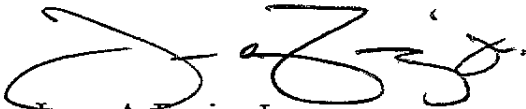
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the corporation's registered agent and registered office in the State of Florida.

1. The name of the corporation is: FRAZIER MANAGEMENT GROUP, INC.
2. The name and address of the registered agent and registered office is:

James A. Frazier, Jr.
3716 Orangepointe Road
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 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 obligations of my position as registered agent.

Executed this 18th day of March 2002.



James A. Frazier, Jr.,
As Registered Agent for
FRAZIER MANAGEMENT GROUP, INC.
3716 Orangepointe Road, Valrico, FL 33594

FILED
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