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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY -2 AM 8:25

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

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-05/02/02--01070--024
*****78.75 *****78.75

April 24, 2002

SUBJECT: OVERMAN DIVERSIFIED INVESTMENTS, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75.

FROM: Smitty Smith & Associates, Inc.
Ms. Smitty Smith
3802 Ehrlich Road, Suite 210
Tampa, Florida 33624

SLS/lac

Enclosure

5-8

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ARTICLES OF INCORPORATION
OF
OVERMAN DIVERSIFIED INVESTMENTS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

OVERMAN DIVERSIFIED INVESTMENTS, INC.

ARTICLE II PRINCIPAL OFFICE

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

**19802 DEER HOLLOW LANE
LUTZ, FLORIDA 33548**

ARTICLE III CAPITAL STOCK

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

1,000 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Ms. Smitty Smith
3802 Ehrlich Road, Suite 210
Tampa, FL 33624

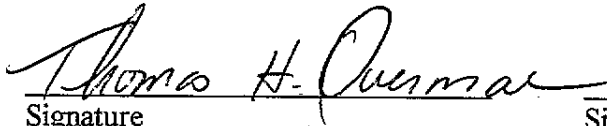
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

THOMAS H. OVERMAN
19802 DEER HOLLOW LANE
LUTZ, FLORIDA 33548


JUDITH S. OVERMAN
19802 DEER HOLLOW LANE
LUTZ, FL 33548

The undersigned has (have) executed these Articles of Incorporation this
TWENTY-FOURTH day of **APRIL**, 2002.



Signature

THOMAS H. OVERMAN



Signature

JUDITH S. OVERMAN

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
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TALLAHASSEE, FLORIDA
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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:

OVERMAN DIVERSIFIED INVESTMENTS, INC.

2. The name and address of the registered agent and office is:

MS. SMITTY SMITH
3802 EHRLICH ROAD, SUITE 210
TAMPA, FLORIDA 33624

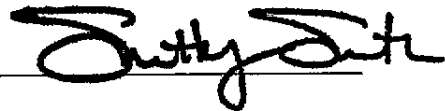


THOMAS H. OVERMAN
PRESIDENT

Date: 04/24/02

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE 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.

Signature



Date: 04/24/02

REGISTERED AGENT FILING FEE: \$35.00