

P02000051413

May 1, 2002

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

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-05/06/02--01097--001  
\*\*\*\*\*77.85 \*\*\*\*\*77.85

Re: Business Incorporation, Avalon Resources, Inc.

Attached are the Articles of Incorporation for Avalon Resources, Inc., and a check to cover the following fees:

Filing Fee	\$ 35.00
Certified Copy	7.85
Registered Agent Designation	<u>35.00</u>
Total	<u>\$ 77.85</u>

Please send the filing acknowledgment and any other relevant correspondence to the following address:

Avalon Resources, Inc.  
2513 Maryland Avenue Suite A  
Tampa, FL 33629

Sincerely,

  
Dawn M. Forrest

02 MAY -6 PM 2:17

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. G. HESSER

MAY

2002

ARTICLES OF INCORPORATION  
OF  
Avalon Resources, Inc.

The undersigned, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE ONE

The name of this corporation shall be:

Avalon Resources, Inc.

ARTICLE TWO

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE THREE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

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TALLAHASSEE, FLORIDA  
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To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes; to transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent permitted by Florida Statute S607.014;

#### ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 1,000 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE FIVE

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Avalon Resources, Inc.  
2513 Maryland Avenue Suite A  
Tampa, FL 33629

ARTICLE SIX

The principal office address of the corporation shall be:

2513 Maryland Avenue Suite A  
Tampa, FL 33629

ARTICLE SEVEN

The initial Board of Directors shall consist of a total of one (1) person, and the name and address of the person to serve as initial director is:

Dawn M. Forrest  
2513 Maryland Avenue Suite A  
Tampa, FL 33629

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

Dawn M. Forrest  
2513 Maryland Avenue Suite A  
Tampa, FL 33629

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of May, 2002.

Dawn Forrest  
Dawn M. Forrest

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Dawn M. Forrest, personally known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 1st day of May, 2002.

My commission expires: April 9, 2005 Jimmie W. Fussel  
Notary Public, State of Florida

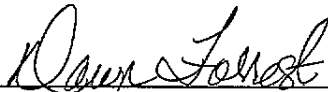


Jimmie W. Fussel  
Commission # DD 016423  
Expires April 9, 2005  
Bonded Through  
Atlantic Bonding Co., Inc.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAY -6 PM 2:17

REGISTERED AGENT ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open the said office.

  
\_\_\_\_\_  
Dawn M. Forrest  
(Registered Agent)

DATED: 5-1-02