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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**FLORIDA PROFIT CORPORATION OR P.A.**

**handley group, inc.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Certificate of Status	0
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DIVISION OF CORPORATIONS

HD2000198405

ARTICLES OF INCORPORATION  
OF  
HANDLEY GROUP, INC.

We, the undersigned, hereby subscribe to this document for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporation for profit.

ARTICLE I

The name of the corporation shall be: HANDLEY GROUP, INC.

ARTICLE II

The primary business of this corporation shall be to purchase, sell, mortgage, lease, finance, manage, or the improvement of real property and to transact any and all business that shall be legal under the laws of the United States of America and the State of Florida.

Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold mortgages, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the district of Columbia and in foreign countries.

Purchase the corporate assets of any other corporation and engage in the same character of business.

Prepared by: Richard W. Aschenbrenner, Esq.  
Florida Bar No. 125923  
9155 S. Dadeland Blvd., Suite 1012  
Miami, Florida 33156  
(305) 670-6061

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Acquire, enjoy, utilize and dispose of patents, copyrights and trades marks and licenses or other rights or interests thereunder or therein.

Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Guaranty, endorse, purchase, hold, sell, transfer, mortgage, pledge otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other government authority; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

Purchase, hold, sell and transfer share(s) of its capital stock, provided that no corporation shall purchase any of its own capital stock except for the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly or counted as outstanding for the purposes of any stockholders' quorum or vote.

### ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any time shall be as follows: 500 shares of common stock, \$1.00 par value per share.

The entire voting power of the corporation shall be vested in the common stockholders, and each share of common stock shall be entitled to one vote, as shall be more fully set forth and determined in the By-Laws of this corporation. Other rights and interests accruing to each share of common stock shall be more fully determined and set forth in the By-Laws.

### ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than \$500.00.

#### ARTICLE V

The corporations shall have perpetual existence.

#### ARTICLE VI

The initial street address of the office of this corporation shall be:

512 Banana Lane  
Ft. Pierce, Florida 34982

The number of directors shall not be less than one (1) and no more than five (5).

#### ARTICLE VII

The names and street addresses of the first Board of Directors, who, Subject to the provisions of the Certificate of Incorporation, the By-Laws and The corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

M. L. Handley  
512 Banana Lane  
Ft. Pierce, Florida 34982

Jack L. Handley  
486 Easy Street  
Sebastian, Florida 32958

#### ARTICLE IX

The names and addresses of the subscribers of the Certificate of Incorporation are:

M. L. Handley  
512 Banana Lane  
Ft. Pierce, Florida 34982

Jack L. Handley  
486 Easy Street  
Sebastian, Florida 32958

## ARTICLE X


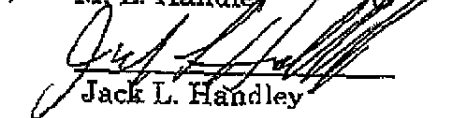
The corporation shall have the right and power to from time to time determine whether and to what extent and at what times and places and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders: and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

The corporation may in its By-Laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have power, if the By-Laws so provide to hold their respective meetings, and to have one or more offices within or without of the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereinafter prescribed to statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

I, the undersigned, being the original subscriber(s) to the capital stock,  
herein above named for the purpose of forming a corporation for profit to do  
business both within and without the State of Florida, do hereby make,  
subscribe, acknowledge and file this Certificate, hereby declaring and certifying  
that the facts herein are true.

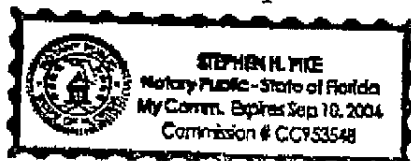
  
M. L. Handley  
  
Jack L. Handley

STATE OF FLORIDA  
COUNTY OF PORT ST. LUCIE

BE IT REMEMBERED, that on this day, before me, personally appeared,  
M. L. Handley + Jack Handley The party(ies) to the foregoing Certificate of  
Incorporation, known to me personally to be such, and under oath acknowledged  
the said Certificate of Incorporation to their free and voluntary act and deed, and that  
the facts herein stated are truly set forth.

WITNESS my hand and seal at Port St Lucie County, Florida on this 11<sup>th</sup>  
day of Sept, 2002.

My Commission Expires:



  
Notary Public, State of Florida

Stephen H. Pike  
Printed Notary Signature

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OATH OF REGISTERED AGENT

Name and Address:

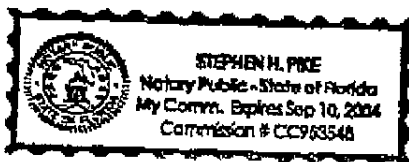
M. L. HANDLEY  
512 Banana Lane  
Ft. Pierce, Florida 34982

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DIVISION OF CORPORATIONS

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

M. L. Handley  
M. L. HANDLEY

SWORN TO AND SUBSCRIBED before me this 11<sup>th</sup> day of Sept 2002 by M. L. Handley who is personally known to me and who did take an oath.



SH  
Notary Public, State of Florida  
Stephen H. Pike  
Printed Notary Signature

My Commission Expires:

Sept 10, 2004

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