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SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/14/02

CAPITAL CONNECTION, INC.

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_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

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_____ UCC 1 or 3 File _____

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_____ UCC 11 Retrieval _____

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**ARTICLES OF INCORPORATION
OF
FREEDOM SOLUTIONS INTERNATIONAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

BY THIS INSTRUMENT, We, ROBERT B. ARMSTRONG and ROGER HODGES, do hereby establish for the purpose of becoming a corporation, operating for profit by and under the provisions of the statutes of Florida appertaining and providing for the formation, liabilities, rights, privileges as corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a corporation for profit and do hereby declare, state and certify:

ARTICLE I

The name of this corporation shall be:

FREEDOM SOLUTIONS INTERNATIONAL, INC.

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved as may be directed by law.

ARTICLE III

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock having a nominal par value of One Dollar (\$1.00) per share. The consideration to be paid for each such share shall be money, property or services of value at least equivalent to the stock issued as fixed and determined, from time to time, by the Board of Directors.

Each shareholder of any case of stock of this corporation shall be entitled to full preemption rights to purchase any unissued, newly issue, or treasury shares of the corporation and any securities of the corporation convertible into, or carrying a right to subscribe to or acquire share of any such unissued, newly issued, or treasury shares.

ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than One Thousand (\$1000.00) Dollars.

ARTICLE VI

The street address of the initial registered office of this corporation is **SunTrust Center, 1001 Third Avenue West, Suite 350, Bradenton, Florida 34205**, and the name of the initial registered agent of this corporation at that address is **Richard V. Lee**. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The street address of the corporation's principal office is **208 65th Street NE, Bradenton, Florida 34208**.

ARTICLE VII

This corporation shall have two director(s) initially. The number of directors of this corporation may be increased or decreased from time to time by the By-Laws of this corporation, but which number of directors shall never be less than one.

ARTICLE VIII

The name and post office address of the member(s) of the Board of Directors of this corporation, of whom shall hold office until the organizational meeting or until their successor is duly elected and qualified is:

**Robert B. Armstrong and Roger Hodges
208 65th Street NE
Bradenton, Florida 34208**

ARTICLE IX

The incorporator(s) of the Articles of Incorporation, together with their address is:

**Robert B. Armstrong and Roger Hodges
208 65th Street NE
Bradenton, Florida 34208**

ARTICLE X

The shareholders shall have pre-emptive rights such that after the sale in connection with the organizational meeting, the corporation shall sell no voting stock without first having offered to sell to all existing shareholders such additional voting stock as shall be necessary for that shareholder to purchase to maintain the same relative percentage ownership of voting stock of that shareholder to all issued and outstanding voting stock before the sale as after the sale.

ARTICLE XI

These Articles of Incorporation may be amended in a manner provided therefore by the laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the stockholders of this corporation. Any questions or motion, or action of the stockholder of this corporation shall be decided by a majority vote of the stockholders entitled to vote thereon. The By-Laws of this corporation shall be promulgated, adopted, amended, changed or deleted by the stockholders of this corporation. The business affairs of this corporation shall be conducted by a Board of Directors, and the directors thereof shall be elected at the annual meeting of the stockholders of this corporation as a condition precedent of holding an office or being a director or agent in this corporation. Vacancies in the officers and the directors of this corporation shall be filled as prescribed in the By-Laws of this corporation. This corporation shall have and enjoy all of the rights, privileges and immunities of a corporation operating under the laws of the State of Florida, appertaining thereto at the time of the incorporation hereof and any amendments thereto. The number and nature of the office may be increased, deleted or changed by the By-Laws of this corporation in keeping with the laws of the State of Florida appertaining thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on the 4th day of November, 2002.

Signed, sealed and delivered
in the presence of:

Christina M. Lee
Witness

Frances Baio
Witness

Robert B. Armstrong
ROBERT B. ARMSTRONG, Incorporator

STATE OF FLORIDA

COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared ROBERT B. ARMSTRONG Roger Hodges, who produced a driver's licenses for identification or is personally known to me, and who upon first being duly sworn, deposed and said that he has read the foregoing Articles of Incorporation and that he has executed the same freely and voluntarily.

WITNESS my hand and official seal on the 4th day of November, 2002

Christina M. Lee
Notary Public

My Commission Expires:



Paul May
Witness
[Signature]
Witness

[Signature]
ROGER HOGES, Incorporator

STATE OF FLORIDA

MONROE
COUNTY OF MANATEE

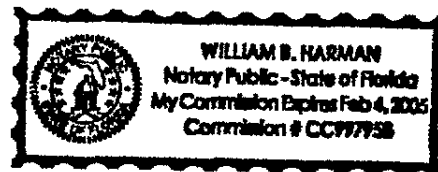
BEFORE ME, the undersigned authority, personally appeared ROGER HODGES, who produced a driver's licenses for identification or is personally known to me, and who upon first being duly sworn, deposed and said that he has read the foregoing Articles of Incorporation and that he has executed the same freely and voluntarily.

WITNESS my hand and official seal on the 29th day of November, 2002

ID: KY D/L H93-225-742

My Commission Expires: 2-4-05

William B. Harman
Notary Public



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

THE STATE OF FLORIDA

Pursuant to Section 48.091 and Section 607.325, Florida Statutes, the following is submitted in compliance with said sections.

FREEDOM SOLUTIONS INTERNATIONAL, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Bradenton, County of Manatee, State of Florida, has named RICHARD V. LEE as its registered agent to accept service of process within this state, who is located at the following registered office: SunTrust Center, 1001 Third Avenue West, Suite 350, Bradenton, Florida 34205.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provision of said section relative to keeping open the registered office.

STATE OF FLORIDA

COUNTY OF MANATEE

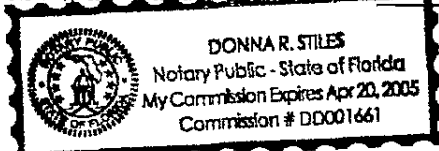
BEFORE ME, the undersigned authority did personally appear RICHARD V. LEE, who produced driver's licenses for identification, and who upon first being duly sworn, acknowledged before me that he consents to serve as registered agent of FREEDOM SOLUTIONS INTERNATIONAL, INC. at the following address: SunTrust Center, 1001 Third Avenue West, Suite 350, Bradenton, Florida 34205

Witness

RICHARD V. LEE, as Registered Agent

Witness

WITNESS my hand and official seal on 21 day of November, 2002.



Notary Public

My Commission Expires: 4/20/2005

FILED
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TALLAHASSEE
FLORIDA
SECRETARY OF STATE