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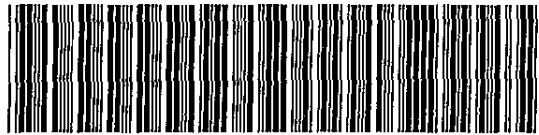
(Business Entity Name)

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TALLAHASSEE FLORIDA

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NICKLAUS & NICKLAUS

ATTORNEYS AT LAW

DEBORAH L. NICKLAUS

H. GREGG NICKLAUS

November 29, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: Overhang Investment, Inc.

Dear Sirs,

Enclosed please find the Articles of Incorporation and Certificate of Designation (originals and copies) for Overhang Investment, Inc.


In addition, I have enclosed a check in the amount of \$87.50 representing the following costs:

Filing Fee:	\$ 35.00
Registered Agent Fee:	\$ 35.00
Certificate of Incorporation:	\$ 8.75
Certified Copy of Articles	\$ 8.75
Total	\$ 87.50

Please issue the Certificate of Incorporation and return it to this office along with a certified copy of the Articles of Incorporation at your earliest convenience.

Your cooperation and assistance in this matter is greatly appreciated.

Very truly yours,



Deborah L. Nicklaus

Enclosures

ARTICLES OF INCORPORATION
OF
OVERHANG INVESTMENT, INC.

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TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

FIRST: The name of the corporation is OVERHANG INVESTMENT, INC.

SECOND: The principal office of this corporation is 8023 Country Club Rd. N., St. Petersburg, FL 33710, and the mailing address of the corporation is P.O. Box 60486, St. Petersburg, FL 33784.

THIRD: The corporation shall have perpetual existence, commencing as of December 10, 2002.

FOURTH: This corporation may exercise all the powers conferred from time to time by the laws of the State of Florida upon corporations formed under the Florida General Corporation Act and permitted under the laws of the United States of America.

FIFTH: The corporation is authorized to issue a total of one thousand (1,000) shares, all of which shall be common shares and shall have a par value of One Dollar (\$1.00) per share.

SIXTH: The shareholders of the corporation shall have a preemptive right to subscribe to any or all additional issues of the stock of the corporation.

SEVENTH: The street address of the initial registered office of the corporation is 8023 Country Club Rd. N., St. Petersburg, FL 33710, and the name of the initial registered agent at that address is Susan Schryer.

EIGHTH: The business and affairs of the corporation shall be managed by a Board of Directors. The names and address of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Susan Schryer	8023 Country Club Rd. N. St. Petersburg, FL 33710	Director

Thierry Chatelier	8023 Country Club Rd. N. St. Petersburg, FL 33710	Director
Michel Joseph Godin	2716 46 th Avenue N. St. Petersburg, FL 33714	Director
Barbara Giebelhaus	P.O. Box 7185 St. Petersburg, FL 33734	Director


NINTH: The names and post office addresses of the officers of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Susan Schryer	8023 Country Club Rd. N. St. Petersburg, FL 33710	President
Michel Joseph Godin	2716 46 th Avenue N. St. Petersburg, FL 33714	Vice-President
Barbara Giebelhaus	P.O. Box 7185 St. Petersburg, FL 33734	Secretary
Thierry Chatelier	8023 Country Club Rd. N. St. Petersburg, FL 33710	Treasurer

TENTH: The name and address of the incorporator of the Articles of Incorporation is Susan Schryer, 8023 Country Club Rd. N., St. Petersburg, FL 33710.

ELEVENTH: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed these Articles of Incorporation in St. Petersburg, Florida, this 29 day of November, 2002.


 SUSAN SCHRYER
 Incorporator

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TALLAHASSEE FLORIDA

CERTIFICATION OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is: OVERHANG INVESTMENT, INC.
2. The name and address of the registered agent and office of the Corporation is:

Susan Schryer
8023 Country Club Rd. N.
St. Petersburg, FL 33710

Signed:


SUSAN SCHRYER

Date: 11-29-02

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. —

Signature: 

Date: 11-29-02