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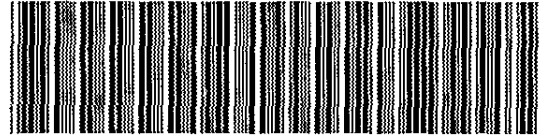
(Business Entity Name)

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LARRY K. MEYER, P.A.
Florida Bar Board Certified Wills,
Trusts and Estate Planning
Fellow, American College of Trust
and Estate Counsel (ACTEC)

December 11, 2002

VIA U.P.S. DELIVERY

Florida Department of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation: SCORPION CONCEPTS, INC.

Dear Sir/Madam:

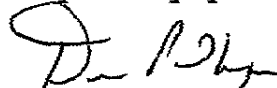
Enclosed for filing with your office please find the Articles of Incorporation and Designation of Registered Agent for the above corporation.

We are also enclosing our check in the amount of \$122.50 which represent the following fees:

Filing fee	\$35.00
Registered agent fee	\$35.00
Certified copy of	
Articles of Incorporation	\$52.50

Please forward the certified copy of the Articles of Incorporation to this office. Thank you for your cooperation.

Very truly yours,



Dennis P. Thompson

DPT/ktb
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SCORPION CONCEPTS, INC.

I.

NAME

The name of this corporation shall be **SCORPION CONCEPTS, INC.**

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence upon the filing of these Articles of Incorporation and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

V.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

VI.
ADDRESS OF THE PRINCIPAL OFFICE

The street address of the principal office of this corporation is: 12670 34th Street, Suite B1, Clearwater, Florida 33762. The mailing address of the principal office of this corporation is: 12670 34th Street, Suite B1, Clearwater, Florida 33762.

VII.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1150 Cleveland Street, Suite 301, Clearwater, Florida 33755, and the name of the initial registered agent of this corporation at that address is Dennis P. Thompson.

VIII.
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial director of this corporation is:

Barbara Anderson	12670 34 th Street
	Suite B1
	Clearwater, Florida 33762.

IX.
INCORPORATORS

The name and address of the person signing these Articles is:

Dennis P. Thompson	1150 Cleveland Street
	Suite 301
	Clearwater, Florida 33755

**X.
INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**XI.
AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of December, 2002.


DENNIS P. THOMPSON

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared DENNIS P. THOMPSON, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 10th day of December, 2002.



Sign: Kathie T. Barnard
Print: Kathie T. Barnard
NOTARY PUBLIC - State of Florida
Serial No. (if any):
My Commission Expires:

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TALLAHASSEE, FLORIDA

Certificate Designating Place of Business or Domicile for the Service
of Process Within This State, Naming Agent Upon Whom Process May be
Served

In compliance with Section 48.091, Florida Statutes, the following
is submitted:

That SCORPION CONCEPTS, INC., desiring to organize under the laws
of the State of Florida, with its principal office, as indicated in the
Articles of Incorporation at Clearwater, County of Pinellas, State of
Florida, has named Dennis P. Thompson, located at 1150 Cleveland
Street, Suite #301, Clearwater, County of Pinellas, State of Florida,
as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named
Corporation, at the place designated in this certificate, the
undersigned agrees to act in this capacity, and agrees to comply with
the provisions of Florida law relative to keeping the designated office
open.

Registered Agent

By: 

DENNIS P. THOMPSON

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