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(Requestor's Name)

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PICK-UP WAIT MAIL

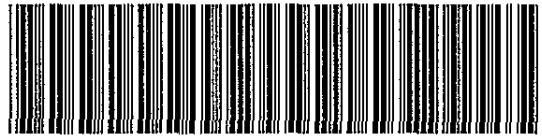
(Business Entity Name)

(Document Number)

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STATE OF OHIO
DIVISION OF CERTIFICATIONS
03 JAN -6 PM 2:21

T. SMITH JAN 08 2003

TRANSMITTAL LETTER

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

SUBJECT: IMC GROUP, INC.
(proposed corporate name)

Enclosed is a signed and notarized original and one copy of the Articles of Incorporation for the above-named corporation, and a check in the amount of \$70.00.

From: Donald E. Collette
15168 Community Avenue
Port Charlotte, FL 33953-2003

Phone: (941) 475-1788

PLEASE RETURN COMPLETED FORM TO:

Dan Murphy Accounting & Tax Services
20020 Veterans Boulevard, Unit 10
Port Charlotte, FL 33954-2193

Call Dan Murphy if you have any questions @ (941) 764-1144

Note: Additional copy of Articles is needed only when a certified copy is requested.

ARTICLES OF INCORPORATION
OF
IMC GROUP, INC.

03 JAN - 6 PM 2: 21

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these articles to be delivered to the Department of State, State of Florida for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1. – NAME AND MAILING ADDRESS

The name of this corporation is IMC Group, Inc. and its mailing address shall be 15168 Community Avenue, Port Charlotte, Florida 33953-2003.

ARTICLE 2. – DURATION OF CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. – PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. – CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock. There shall be no other type or class of stock.

ARTICLE 5. – ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 15168 Community Avenue, Port Charlotte, Florida 33953-2003. The name of the initial registered agent at such address is Donald E. Collette.

ARTICLE 6. – DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than five.

ARTICLE 7. – INITIAL DIRECTORS

The names and mailing addresses of the initial directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|--|
| Donald E. Collette | 15168 Community Avenue Port Charlotte, Florida 33953-2003 |
| Jerry P. Vermillion | 681 23 rd Street, N.W. Naples, Florida, 34120 |

ARTICLE 8. – INCORPORATOR

The name and mailing address of the Incorporator of this corporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--|
| Donald E. Collette | 15168 Community Avenue Port Charlotte, Florida 33953-2003 |

ARTICLE 9. – AMENDMENT

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 a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his/her name and affixed

his/her seal this 31 day of December, 2002

Witnesses:

Kelli Worobel
Kelli Worobel

Donald E. Collette

Donald E. Collette - Director

Jacqueline Klein
Jacqueline Klein

State of Florida
County of Charlotte

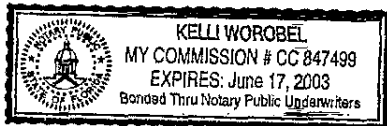
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Donald E. Collette to me known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein stated.

WITNESS my hand and official seal in the State and County aforesaid this 31 day of December, 2002

Kelli Worobel

Notary Public

My commission expires:



**CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS**

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

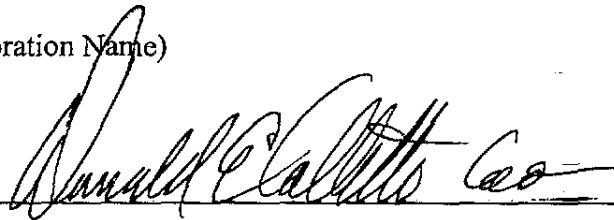
IMC Group, Inc.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 15168 Community Avenue, Port Charlotte, Florida 33953-2003, County of Charlotte, State of Florida, has designated Donald E. Collette, whose street address is 15168 Community Avenue, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

IMC Group, Inc.

(Corporation Name)

By: _____

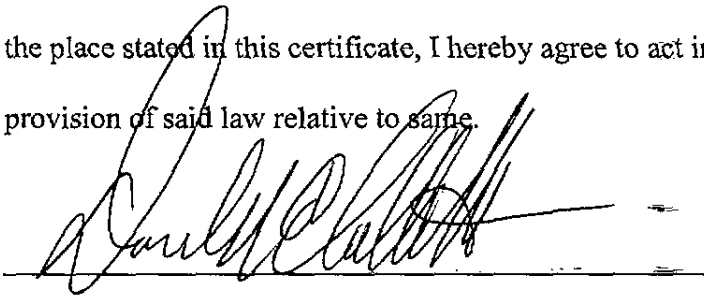


Donald E. Collette - CEO

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.



Donald E. Collette