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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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(Business Entity Name)

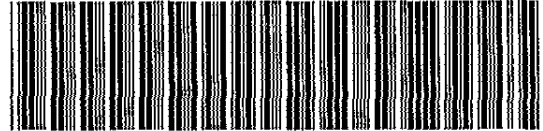
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

1/15

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Groundswellers, Inc.

Signature _____

Requested by: _____

Name _____

Date

1/14/03

Time

11:44

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

ARTICLES OF INCORPORATION
OF
Groundswellers, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, do hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is:

Groundswellers, Inc.

ARTICLE II

The nature of the business of this corporation is any and all lawful business, which a corporation is permitted to conduct in the State of Florida.

ARTICLE III

The capital stock of this corporation shall be 500 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation will begin business is \$100.00.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of the corporation in the State of Florida is: Chris J. Cranston 2021 Malinda Lane Titusville, FL 32796. The stockholders may from time to time move the office to any other address in Florida. The registered office is also the principal office.

ARTICLE VII

The Board of Directors of this corporation shall consist of the stockholders of the corporation.

ARTICLE VIII

The names and addresses of the directors are:

<u>NAME</u>	<u>ADDRESS</u>
Chris J. Cranston	2021 Malinda Lane Titusville, FL 32796

ARTICLE IX

The names and addresses of the subscribers to the Certificate of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Chris J. Cranston	2021 Malinda Lane Titusville, FL 32796

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

Every stockholder, 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

At each election for directors every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principal among any number of candidates.

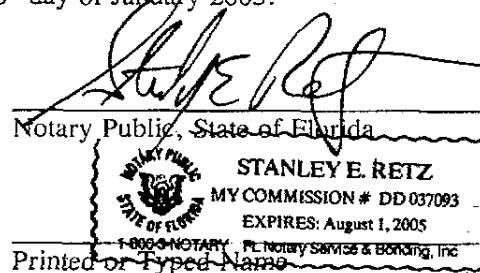
IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seals this 8th day of January, 2003.


Chris J. Cranston

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Chris J. Cranston, to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and that he is personally known to me and did not take an oath.

WITNESS my hand and official seal this 8th day of January 2003.



My commission Expires:

STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF
Groundswellers, Inc.

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.034(3), the undersigned, as directors of Groundswellers, Inc. hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered office of this Corporation is 2021 Malinda Lane Titusville FL, 32796 and the name of the initial registered agent of this Corporation at that address is Chris J. Cranston.

DATED this 8th day of January 2003.

Chris J. Cranston 1-8-03

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of Groundswellers, Inc. at the initial registration office of the Corporation at 2021 Malinda Lane Titusville Florida, 32796

DATED this 8th day of January, 2003.

Chris J. Cranston 1-8-03
Chris J. Cranston

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TALLAHASSEE, FLORIDA