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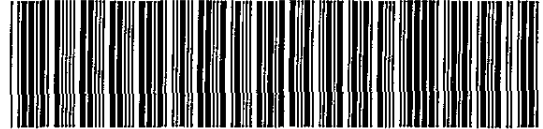
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TALLAHASSEE, FLORIDA

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1/28/03



E. K. WILLIAMS OF EAST CENTRAL FLORIDA

415 W. MAGNOLIA AVENUE • MERRITT ISLAND, FLORIDA 32952 • PHONE 452-5854

January 20, 2003

Florida Department of State
Division of Corporations
P O Box 6377
Tallahassee, FL 32314

Re: HIGHER GROUND, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check for \$78.75.

This represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

If any additional information is needed please contact me by telephone at (321) 452-5854 or by fax at (321) 453-0131.

Very truly yours,

Georgia A. Atchison

ARTICLES OF INCORPORATION

Of

HIGHER GROUND INC.

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I- CORPORATE NAME

The name of the corporation is: HIGHER GROUND INC.

ARTICLE II-DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III- PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United State and the State of Florida.

ARTICLE IV-CAPITAL STOCK

The corporation is authorized to issue 1000 Shares of common stock, par value \$1.00 per share.

ARTICLE V-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and ,if different, the mailing address is:

1921 ROBERT J CONLAN UNIT 1 PALM BAY,FL 32905

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

RE
SHARON PROCTOR
1477 Windward Dr Melbourne,Fl 32935

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ARTICLE VII-INITIAL BOARD OF DIRECTORS

The corporation shall have two (2), directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

Barbara L Doyka
601 Walmsley St SW Palm Bay, Fl 32908

^{RR}
Sharon Proctor
1477 Windward Dr Melbourne, Fl 32935

ARTICLE VIII-INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Barbara L Doyka
601 Walmsley St SW Palm Bay, Fl 32908

^{RR}
Sharon Proctor
1477 Windward Dr Melbourne, Fl 32935

The undersigned incorporators have executed these Articles of Incorporation this 20 th day of January, 2003

 (Signature)

 (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

HIGHER GROUND INC .

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TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 1477 WINDARD DR MELBOURNE, FL 32935 has named SHARON PROCTOR located at the aforesaid address, as its registered agent to accept service of process within this state.

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

1/20/03

Date