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F. CHESNER

JUN 5 2003

ARTICLES OF INCORPORATION
OF
BTL DELIVERY, INCORPORATED

The undersigned subscriber, a natural person competent to contract, desires to form a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation is:
BTL DELIVERY, INCORPORATED

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, and merchandise and real property of every class and description, and to carry on and engage in every aspect of any business for profit, as fully and to the same extent as natural persons might or could do; but specifically excluding the conducting of business of a railroad, canal, telephone or telegraph. In addition to the foregoing, this corporation shall have and may exercise all the powers now and hereafter conferred by the laws of the State of Florida and sets a mandatory thereof and supplemental thereto upon corporations formed under the Laws of said State.

ARTICLE III. CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is One Hundred Thousand (100,000), all of one class, namely common stock and the par value of each share is One cent (\$.01) amounting in the aggregate to One Thousand (\$1,000.00) Dollars.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall commence business is One Thousand (\$1000.00) Dollars.

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ARTICLE V. TERM OF EXISTENCE

The corporation shall begin its existence on the date these Articles of Incorporation are received, subscribed and acknowledged by the State of Florida, and the duration of the corporation thereafter shall be perpetual, unless sooner terminated in accordance with law.

ARTICLE VI. REGISTERED OFFICE AND AGENT, PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 12620-3 Beach Boulevard, Jacksonville, FL 32246 and the name of its initial resident agent at such address is Alex Pushkin. The Street and Mailing address of the initial principal office of this corporation is 12620-3 Beach Boulevard, Jacksonville, FL 32246.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director(s), initially. The number of directors may be changed from time to time by the by-laws adopted by the stockholders, but shall never be less than one (1) or more than four (4).

ARTICLE VIII. INITIAL DIRECTORS

The name and post office address of the initial director(s) are as follows:

Alex Pushkin

12620-3 Beach Boulevard, Jacksonville, FL 32246

ARTICLE IX. SUBSCRIBERS

The name and post office address of the subscriber(s) to these Articles of

Incorporation are as follows:

Alex Pushkin

12620-3 Beach Boulevard, Jacksonville, FL 32246

ARTICLE X. PREEMPTIVE RIGHTS

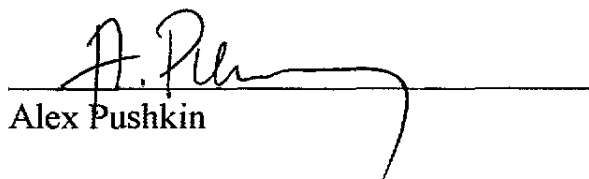
Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof a pro rate portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of un-issued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or
2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE XI. AMENDMENT

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or in any amendment thereto in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the subscribers hereinbefore named, for the purposes of forming a corporation pursuant to Chapter 607, Florida Statutes, have signed and acknowledged the Articles of Incorporation at Jacksonville, Duval County, Florida, this 1st day of May, A. D., 2003.


Alex Pushkin

ACCEPTANCE OF RESIDENT AGENT

I, Alex Pushkin, having been named to accept the service of process for BTL DELIVERY, INCORPORATED, certify that I am a permanent resident of Duval County, Florida, and do hereby accept to act in this capacity, and agree to comply with the Laws of Florida relative to keeping open said office.



Alex Pushkin

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