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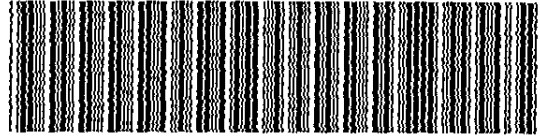
(Business Entity Name)

(Document Number)

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FILED
03 JUN 30 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 2/7

5160 Williams Drive
Fort Myers Beach, FL 33931
June 25, 2003

Secretary of State
Division of Corporations
Capitol Building
Tallahassee, FL 32301

To Whom It May Concern:

Enclosed are two (2) copies of the Articles of Incorporation of Underhill, Inc., and the appointment of a registered agent for filing purposes. Also enclosed are two copies of the Articles and our check in the amount of \$122.50 for filing fees.

Upon approval, please be sure this new corporation is placed on the mailing list to receive the Uniform Business Report for the next year. The report should be mailed to the mailing address of the corporation.

Please return the approved articles to me. If you have any questions, please feel free to let me know.

Cordially,

A handwritten signature in black ink, appearing to read "Jack Underhill", with a large, stylized initial "J" and "U".

Jack Underhill
Incorporator

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
UNDERHILL, INC.**

(I)

The Name of the Corporation is Underhill, Inc.

(II)

The Corporation is organized pursuant to the provisions of the Florida Business Corporations Act.

(III)

The period of its duration is perpetual.

(IV)

The Corporation is a corporation for profit and is organized for the following purposes:

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety association, fraternal benefit society, state fair or exposition.

In addition the Corporation shall have power:

- (1) to conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries;
- (2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness and required;
- (3) to purchase the corporate assets of any other corporation and engage in the same or other character of business;

- (4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;
- (5) to engage in any and all other activity or business whatever permitted under the laws of the United States and of the State of Florida.

(V)

The aggregate number of shares which the corporation shall be authorized to issue is one hundred (100) and the par value of each share is one dollar (\$1.00).

(VI)

The street address of the initial registered office of the corporation is 5160 Williams Drive, Fort Myers Beach, Florida 33931 and the initial registered agent of the corporation at such address is Jack Underhill. The mailing address of the corporation is the same.

(VII)

The number of directors constituting the initial board of directors of the corporation is one (1), and the name(s) and address (es) of the person(s) who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

**Jack Underhill
5160 Williams Drive
Fort Myers Beach, FL 33931**

**Carol Underhill
5160 Williams Drive
Fort Myers Beach, FL 33931**

(VIII)

The name(s) and address(es) of the incorporator(s) are

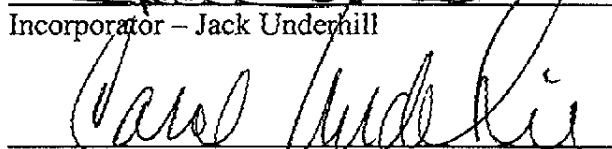
**Jack Underhill
5160 Williams Drive
Fort Myers Beach, FL 33931**

**Carol Underhill
5160 Williams Drive
Fort Myers Beach, FL 33931**

In witness thereof, the undersigned incorporator(s) has executed these Articles of Incorporation.

This 25th day of June, 2003


Incorporator – Jack Underhill


Incorporator – Carol Underhill

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Registered Agent – Jack Underhill

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