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SECRETARY OF STAIL
SECRETARY OF STAIL

E. Scott Golden

ATTORNEYS AND COUNSELORS AT LAW
644 SOUTHEAST 4TH AVENUE
FORT LAUDERDALE, FLORIDA 33301

FILE NUMBER

2869-1

TELEPHONE (954) 764-6766 FACSIMILE (954) 764-6789

E-MAIL: esglaw@bellsouth.net

VIA FEDERAL EXPRESS

E. SCOTT GOLDEN DONIELLE A. MASON DANIELLA SECU

July 17, 2003

Corporate Records Bureau Division of Corporations 409 E. Gaines St. Tallahassee, FL 32396

Re:

Eagles 3 International, Inc.

Dear Sir/Madam:

Enclosed are two original executed copies of Articles of Incorporation for the referenced corporation for filing with the Secretary of State on the date received.

Also enclosed is a check in the amount of \$78.75 to cover the filing fee and costs as follows:

Filing Articles of Incorporation:

\$70.00

Certified copies of Articles of Incorporation:

\$8.75

Total

\$78.75

Please forward one certified copy of the Articles of Incorporation to the undersigned at your earliest convenience.

Sincerely yours,

1

Enclosures

ESG/df

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ARTICLES OF INCORPORATION OF EAGLES 3 INTERNATIONAL, INC.

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SECRETARY OF STATE TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is Eagles 3 International, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 644 S.E. 4th Avenue, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this corporation at that address is E. SCOTT GOLDEN. The principal office and mailing address of the corporation is 3650 Woodstock Court, Fort Myers, Florida 33908.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but never shall be less than one (1).

The name and address of the initial directors of this corporation are:

Jerry Fink 3650 Woodstock Court Fort Myers, Florida 33908 Gary Horstmann 13604 Rudi Loop Spring Hill, Florida 34609

Eric J. Golden P.O. Box 121114 Clermont, Florida 34712

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

E. SCOTT GOLDEN 644 Southeast 4 Avenue Fort Lauderdale, Florida 33301

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer of director or any former officer or director to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of July, 2003.

E. SCOTT GOLDEN

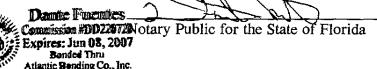
STATE OF FLORIDA

) SS

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 17 day of July 2003, by E. SCOTT GOLDEN, who is personally known to me.

My commission expires:



CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

This Certificate is submitted pursuant to Sections 48.091 and 607.0501, *Florida Statutes*, as follows:

Eagles 3 International, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in its Articles of Incorporation, in the City of Fort Lauderdale, County of Broward, State of Florida, has named E. SCOTT GOLDEN, of 644 Southeast 4th Avenue, Fort Lauderdale, Florida 33301, as its agent to receive service of process within this State.

ACKNOWLEDGMENT:

Having been named to receive Service of Process for the above named corporation at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act.

E. SCOTT GOLDEN

NEC:\C:\OFFICE\WPWIN\WPDOCS\CORP\2871-1\ARTICLES.INC

G3 JUL 18 PM 4: 11
SECRETARY OF STATE