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## FLORIDA PROFIT CORPORATION OR P.A.

All County Enterprises, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

July 23, 2003

ROWEN & CAMPIONE, P.A.

SUBJECT: ALL COUNTY ENTERPRISES, INC.  
REF: W03000020809

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FAX Aud. #: H03000238089  
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**Articles Of Incorporation  
Of  
All County Ventures, Inc.**

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**Article I  
Name**

The name of the corporation is All County Ventures, Inc.

**Article II  
Applicable Law**

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

**Article III  
Duration**

The Corporation will commence its corporate existence as of the filing of these Articles of Incorporation and will have a perpetual duration.

**Article IV  
Purpose**

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**Article V  
Capital Stock**

The Corporation will have authority, acting by its board of directors, to issue not more than ten thousand (10,000) shares of common stock having no par value.

**Article VI  
Initial Registered Office And Agent  
And Principal Office Of The Corporation**

The street and mailing address of the initial registered office of business and principal office of the Corporation is 25 South Bay Street, Eustis, Florida 32726, and the initial registered agent of the Corporation at that address is Richard DeMarco. The principal office address and the registered office address is the same.

**Article VII  
Preemptive Rights**

No holders of any class or series of shares of the Corporation will be entitled as matter of right, to any preemptive right to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any shares, or any bonds, debentures or other securities of the Corporation, whether or not convertible into or carrying any option to purchase any such shares.

**Article VIII  
Indemnification of Corporate Officers, Directors, Employees and Agents**

The Corporation will indemnify any officer or director, or any former officer or director, to the fullest extent permitted by the Florida Business Corporation Act.

The Corporation shall indemnify any person:

A. Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided under Florida Law.

B. Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against such costs and expenses, and to the extent and in the manner provided under Florida Law.

The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote to a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The Corporation will have the power to make further indemnification as provided under Florida Law except to indemnify any person against gross negligence or willful misconduct.

The Corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided under Florida Law.

**Article IX  
Initial Board Of Directors**

The initial board of directors will consist of one member. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the Bylaws but will never be less than one (1). The name and address of the director comprising the initial board of directors is:

Richard DeMarco

25 South Bay Street  
Eustis, Florida 32726

**Article X  
Incorporator**

The name and address of the incorporator of the Corporation is:

Richard DeMarco

25 South Bay Street  
Eustis, Florida 32726

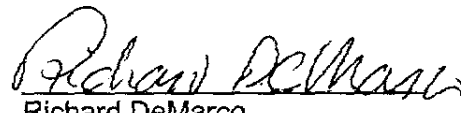
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**In Witness Whereof**, the undersigned being the incorporator of the Corporation has executed these Articles of Incorporation this 22 day of July, 2003.

  
Richard DeMarco

**Acceptance By Registered Agent**

Having been named as registered agent for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Richard DeMarco  
Registered Agent