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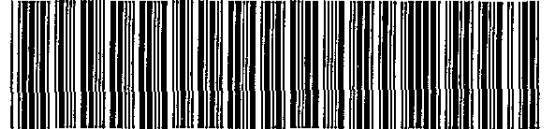
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03 OCT 27 AM 8:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

SUBJECT: DAVE NIELSEN, INC.

Enclosed are an original and one (1) copy of incorporation and a check for:

\$70.00 filing fee

FROM: David Nielsen
311 Banyan Way
Melbourne Beach, Florida 32951
321-508-4882

Dave Nielsen, Inc.

ARTICLES OF INCORPORATION
OF
Dave Nielsen, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Incorporation, for the purpose of forming a corporation under the Florida General Corporation act, hereby adopts the Following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be:

Dave Nielsen, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

311 Banyan Way
Melbourne Beach, Florida 32951

ARTICLE III: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV: CAPITAL STOCK

The aggregate number of share of stock and its par value that this corporation is authorized to have outstanding at any one time is Ten Thousand (1,000) shares of common stock at \$1.00 par value per share.

ARTICLE V: TERMS OF EXISTENCE

This corporation is to exist perpetually, commencing upon the filing and acknowledgment hereof as provided by Florida Statute 607.0203.

Dave Nielsen, Inc.

ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII: VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding shares.

ARTICLE VIII: OFFICERS AND DIRECTIONS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

David Nielsen – President
311 Banyan Way
Melbourne Beach, Florida 32951

David Nielsen– Secretary/Treasurer
311 Banyan Way
Melbourne Beach, Florida 32951

ARTICLE IX: REGISTERED AGENT

The name and Florida Street address of the registered agent is:

David Nielsen
311 Banyan Way
Melbourne Beach, Florida 32951

Dave Nielsen, Inc.

ARTICLE X: INCORPORATOR

The name and street address of the Incorporator to these articles of incorporation is:

David Nielsen
311 Banyan Way
Melbourne Beach, Florida 32951

ARTICLE XI: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII: APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not law requires such approval.

ARTICLE XIII: COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIV: INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who

Dave Nielsen, Inc.

has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

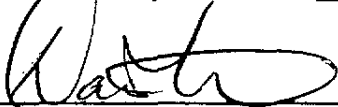
ARTICLE XV: AMENDMENT

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

ARTICLE XVI: "S" CORPORATION ELECTION

It is the intent of the Incorporator(s) to file the appropriate "S" Corporation Internal Revenue Code Election (IRS Form 2553) at the organizational Meeting hereof.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on 24 OCT, 2003



David Nielsen, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



David Nielsen, Registered Agent

24 OCT 03
Date

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03 OCT 27 AM 8:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA