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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : KEVIN M. HELMICH, PA
Account Number : I20020000062
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FLORIDA PROFIT CORPORATION OR P.A.

Kruse & Son, Inc.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
KRUSE & SON, INC.**

ARTICLE I

NAME

The name of this Corporation is Kruse & Son, Inc.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of real estate investment and conducting all other lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares".

Prepared by: Kevin M. Helmich, Esq.
P.O. Box 5499
Destin, Florida 32541
(850) 650-4747

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ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4481 Legendary Drive, Suite 200, Destin, Florida 32541 and the initial registered agent of this Corporation at that address is Kevin M. Helmich, Esq.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have at least one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial director of this Corporation is:

Craig J. Kruse
34990 Emerald Coast Parkway, Suite 401
Destin, FL 32541

ARTICLE VIII

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 34990 Emerald Coast Parkway, Suite 401, Destin, FL 32541.

Prepared by: Kevin M. Helmich, Esq.
P.O. Box 5499
Destin, Florida 32541
(850) 650-4747

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ARTICLE IX

INCORPORATOR

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

Craig J. Kruse
34990 Emerald Coast Parkway, Suite 401
Destin, FL 32541

ARTICLE X

INDEMNIFICATION

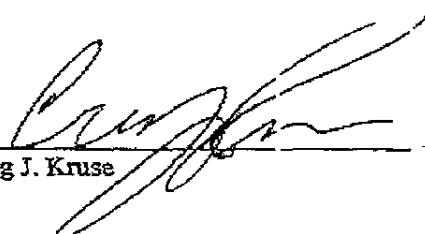
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 31st day of December, 2003.


Craig J. Kruse

STATE OF FLORIDA
COUNTY OF OKALOOSA

Acknowledged before me this 31st day of December, 2003, by Craig J. Kruse who is personally known to me and who did not take an oath.



Kevin M. Helmich
My Commission 00034313
Expires June 17, 2005

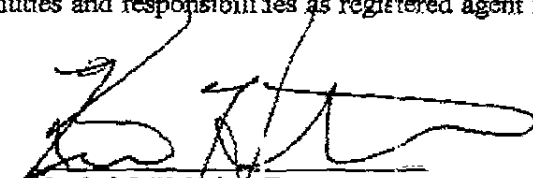

Notary

Prepared by: Kevin M. Helmich, Esq.
P.O. Box 5498
Destin, Florida 32541
(850) 650-4747

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ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as registered agent for Kruse & Son, Inc.

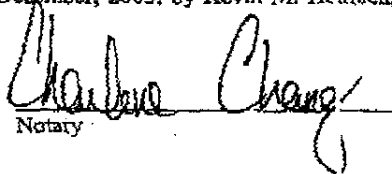

Kevin M. Helmich, Esq.
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

Acknowledged before me this 31st day of December, 2003, by Kevin M. Helmich, Esq., who is personally known to me and who did not take an oath.



Charlotte Chang
My Commission DD038402
Expires July 04, 2005


Notary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Kevin M. Helmich, Esq.
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