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

From: Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : 120000000257
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FLORIDA PROFIT CORPORATION OR P.A.

COVE VENTURES, INC.

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A. CHESLER

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ARTICLES OF INCORPORATION
OF
COVE VENTURES, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 JUN 29 AM 8:52

The undersigned subscribers to these Articles of Incorporation hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

Article I - Name

The name of the corporation is COVE VENTURES, INC.

Article II - Principal Office and Mailing Address

The address of the principal office of the corporation is 124 S. Cove Boulevard, Panama City, Florida 32401, and the mailing address is the same.

Article III - Nature of Business

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

Article IV - Duration

This corporation shall have perpetual existence and shall commence on filing.

Article V - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock, each share having the par value of \$1.00.

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Article VI - Initial Registered
Office and Agent

The street address of the initial registered office of this corporation is 124 S. Cove Boulevard, Panama City, Florida 32401, and the name of the initial registered agent of this corporation at that address is SCOTT A. POPE.

Article VII - Board of Directors

This corporation shall have one (1) 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:

SCOTT A. POPE

124 S. Cove Boulevard
Panama City, Florida 32401

Article VIII - Preemptive Rights

The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

Article IX - Incorporators

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

SCOTT A. POPE

124 S. Cove Boulevard
Panama City, Florida 32401

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 29th day of January, 2004.


SCOTT A. POPE (Seal)

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STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this
29th day of January, 2004, by SCOTT A. POPE who is personally
known to me and who did not take an oath.


Lana V. Taylor

Notary Public

My commission expires: 1/20/07

LANA V. TAYLOR

Notary Public - State of Florida

My Commission Expires Jan. 20, 2007

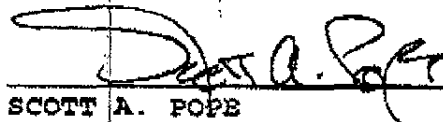
Commission No. DD 178843

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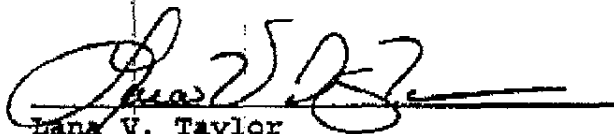
ACCEPTANCE OF REGISTERED AGENT

I, SCOTT A. POPE, having been appointed to act as registered agent for COVE VENTURES, INC., in its registered office located at 124 S. Cove Boulevard, Panama City, FL 32401, hereby accept such appointment and agree to serve as registered agent in the Corporation's registered office.


SCOTT A. POPE

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 29th day of January, 2004, by SCOTT A POPE who is personally known to me and who did not take an oath.


Lana V. Taylor
Notary Public
My commission expires: 1/20/07

LANA V. TAYLOR
Notary Public - State of Florida
My Commission Expires Jan. 20, 2007
Commission No. DD 178843

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