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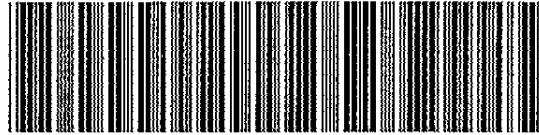
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January 30, 2004

Division of Corporations
Department of State
The Capitol
Room 202, North Monroe
Tallahassee, FL 32310-8047

Re: Articles of Incorporation for Lorraine Sullivan-Thompson Corporation

Gentlemen:

Enclosed please find two (2) originals of the (a) Articles of Incorporation, and (b) Certificate of Designation Registered Agent/Registered Office, both regarding Lorraine Sullivan-Thompson Corporation. Please file the original Articles and Certificate and return a certified copy to me.

Also enclosed is a check in the amount of \$78.75 made payable to the Secretary of State.

Thank you for your assistance and cooperation in this matter. Should you have any questions regarding the enclosed documents, please do not hesitate to contact my office by telephone.

Very truly yours,

Denise M. Herrick

/tbd
encl.

Mailing Address:
P.O. Box 1350
Palm Harbor, FL 34682-1350
(727) 781-1807
PensionPlans@tampabay.rr.com

Physical Address:
816 - 11th Street
Palm Harbor, FL 34683
Toll Free (877) 781-1807
Fax (727) 789-4465

ARTICLES OF INCORPORATION
OF
LORRAINE SULLIVAN-THOMPSON CORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

LORRAINE SULLIVAN-THOMPSON CORPORATION

ARTICLE II

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

The street address of the initial principal office of this corporation is 2958 Sean Way, Palm Harbor, FL 34684, and the name and address of the initial registered agent is Denise M. Herrick, 816 11th Street, Palm Harbor, FL 34683.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders. The names and addresses of the initial directors of this corporation are:

Name

Address

Lorraine Sullivan-Thompson

2958 Sean Way, Palm Harbor, FL 34683
34684

ARTICLE VII

SUBSCRIBERS

The name and post office addresses of the subscribers to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Lorraine Sullivan-Thompson	2958 Sean Way, Palm Harbor, FL 3468 ⁴ _{3 4684}

ARTICLE VII

BY-LAWS

The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote

thereon unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation b made.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation, this 29 day of January, 2003.
2004.

Lorraine Sullivan-Thompson
LORRAINE SULLIVAN-THOMPSON

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared LORRAINE SULLIVAN-THOMPSON, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my seal in the State and County aforesaid this 29 day of January, 2003. 2004

Tonge Coleman
NOTARY PUBLIC
My Commission Expires:



Tonge Coleman
My Commission DD229858
Expires July 08, 2007

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: Lorraine Sullivan-Thompson Corporation
2. The name and address of the registered agent and office is:

Denise M. Herrick
816 11th Street
Palm Harbor, FL 34683

SIGNATURE: *Lorraine Sullivan-Thompson*
LORRAINE SULLIVAN-THOMPSON

TITLE: PRESIDENT

DATE: 1/29/04

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: *Denise M. Herrick*
DENISE M. HERRICK

DATE: Jan 28, 2004

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SECRETARY OF STATE
TALLAHASSEE, FL