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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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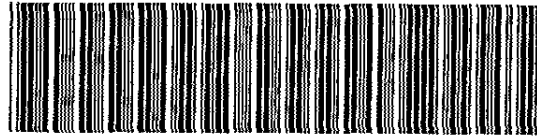
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TOLSON
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

4-2-16

J. HARRIS RHYNE, P.A.
ATTORNEY AT LAW
701 - 8TH AVENUE WEST
P.O. BOX 67
PALMETTO, FLORIDA 34221

J. HARRIS RHYNE

PHONE
(941) 729-5651
FAX
(941) 723-3808

February 3, 2004

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

RE: Incorporation of CALL CARL, INC.

Gentlemen:

The documents listed below are forwarded to you with this letter. Please file these documents and process them as needed and return to us one certified copy to our office at P.O. Box 67, Palmetto, Florida 34220.

The enclosed documents are as follows:

1. Original Articles of Incorporation for CALL CARL, INC.
2. One copy of the Articles of Incorporation for CALL CARL, INC.
3. Certificate designating a registered agent.

The filing fees and charges are as follows and a check enclosed:

Filing fee for original Articles	\$ 35.00
Cert. copy	\$ 8.75
Filing resident agent form	\$ 35.00

TOTAL \$ 78.75

Sincerely,

J. HARRIS RHYNE

JHR/drz
enclosures
C:\CORP\CALL CARL.INC

ARTICLE OF INCORPORATION
OF
CALL CARL, INC.

The undersigned, acting as an incorporator(s) of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE - NAME

The name of the corporation is: CALL CARL, INC.

ARTICLE TWO - DURATION

The period of duration of the corporation is perpetual.

ARTICLE THREE - PURPOSE

The corporation may transact and engage in any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. Chapter 607, Florida Statutes, as now exists or may after be amended.

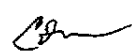
ARTICLE FOUR - CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is sixty (60), all of which shall be common shares without par value.

ARTICLE FIVE - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

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TALLAHASSEE, FLORIDA



ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4103 11th Street West #104, Palmetto, Florida 34221, and the name of the initial registered agent at such address is CARL F. MILLER.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

CARL A. MILLER, 7611 261 Street East, Myakka, Florida 34251

CARL F. MILLER, 4103 11th Street West #104, Palmetto, Florida 34221

ARTICLE EIGHT - INCORPORATORS

The names and addresses of the incorporator(s) signing these articles are:

CARL A. MILLER, 7611 261 Street East, Myakka, Florida 34251

CARL F. MILLER, 4103 11th Street West #104, Palmetto, Florida 34221

ARTICLE NINE- INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer of director, to the full extent permitted my law.

ARTICLE TEN - AMENDMENT

This corporation reserves the rights to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 4th day of February, 2004.

Carl F. Miller

CARL F. MILLER
Incorporator

Carl A. Miller

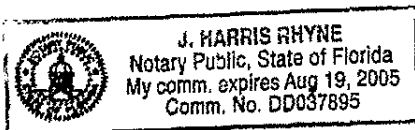
CARL A. MILLER
Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

On this 4th day of February, 2004, before me, the undersigned officer, personally appeared CARL F. MILLER, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purpose therein contained, and an Oath was not taken. (Check one:) [] Said person(s) is/are personally known to me. [X] Said person(s) provided the following type of identification: SSN DRB C.B.

NOTARY RUBBER STAMP SEAL

NOTARY PUBLIC J. HARRIS RHYNE

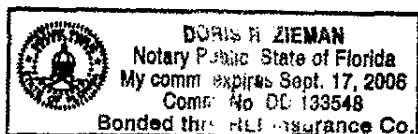


STATE OF FLORIDA
COUNTY OF MANATEE

On this 4th day of February, 2003, before me, the undersigned officer, personally appeared CARL A. MILLER, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purpose therein contained, and an Oath was not taken. (Check one:) [] Said person(s) is/are personally known to me. [X] Said person(s) provided the following type of identification: SSN DRB C.B. 332-0

NOTARY RUBBER STAMP SEAL

NOTARY PUBLIC DORIS R. ZIEMAN



STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH CHAPTER 48.091, 2nd 607/034 FLORIDA STATUTES:

CALL CARL, INC., a corporation organizing under the Laws of the State of Florida, with its principal office at 4103 11th Street West #104, Palmetto, Florida 34221, being in MANATEE County, Florida, has named CARL F. MILLER as its registered agent to accept service of process within this state. The registered office is located at 4103 11th Street West #104, Palmetto, Florida 34221.

OFFICERS	TITLE	SPECIFIC ADDRESS
CARL F. MILLER	President	4103 11th Street West #104 Palmetto, Florida 34221

CARL A. MILLER	Vice President	7611 261 Street East Myakka, Florida <u>34251</u>
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CARL F. MILLER	Secretary
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CARL A. MILLER	Treasurer
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DIRECTORS: SAME AS OFFICERS-

Dated Feb. 4, 2004

By: Carl F. Miller
CARL F. MILLER
Officer

Dated Feb. 4, 2004

By: Carl A. Miller
CARL A. MILLER
Officer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I Hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 707.325 Florida Statutes.

Dated 2/4/04

Carl F. Miller
Resident Agent