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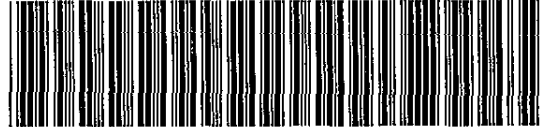
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Is



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 483439 7224284

AUTHORIZATION :

Patricia Piquero

COST LIMIT : \$ 78.75

ORDER DATE : March 9, 2004

ORDER TIME : 11:20 AM

ORDER NO. : 483439-005

CUSTOMER NO: 7224284

CUSTOMER: Ms. Judy Sage
Zimmet, Unice, Salzman,
Heyman & Jardine, P.a.
Suite 201
2570 Coral Landings Blvd.
Palm Harbor, FL 34684

DOMESTIC FILING

NAME: PADS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
FOR
PADS, INC.**

ARTICLE I - NAME

The name of this corporation shall be PADS, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue Five Hundred (500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Franklin Burkett. The street address of the initial registered office of the corporation for service of process shall be 1775 Cedar Waxwing Court, Palm Harbor, Florida 34683.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have two directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The names and addresses of the initial directors of the corporation are:

Franklin Burkett; 1775 Cedar Waxwing Court, Palm Harbor, Florida 34683; and
Jeannine Savignac, 4209 West San Pedro Street, Tampa, FL 33629.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation is: Franklin Burkett; 1775 Cedar Waxwing Court, Palm Harbor, Florida 34683.

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ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be Franklin Burkett; 1775 Cedar Waxwing Court, Palm Harbor, Florida 34683. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI - PRE-EMPTIVE RIGHTS

No stockholder of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 8th day of March, 2004.

Franklin Burkett
Franklin Burkett

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 8th day of March, 2004, by Franklin Burkett, who is personally known to me or who has produced _____ (type of identification) as identification.

Judith A. Sage
Signature of Person Taking Acknowledgment

Judith A. Sage
Printed Name

(NOTARY SEAL)

Notary Public, State of Florida

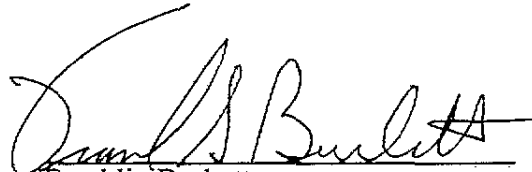
CC 958187
Notarial Serial Number



Judith A. Sage
MY COMMISSION # CC958187 EXPIRES
August 20, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for PADS, Inc., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 2th day of March, 2004.


Franklin Burkett

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