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(Address)

(City/State/Zip/Phone #)

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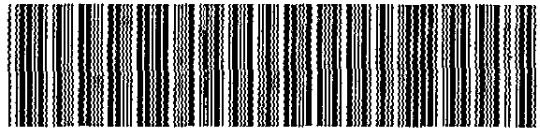
(Business Entity Name)

(Document Number)

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04 AUG -5 08:11:21
SELF-CLERKING
DIVISION

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August 2, 2004

Corporations Division
Department of State
Post Office Box 6327
Attn: Florida Filing
Tallahassee, Florida 32314

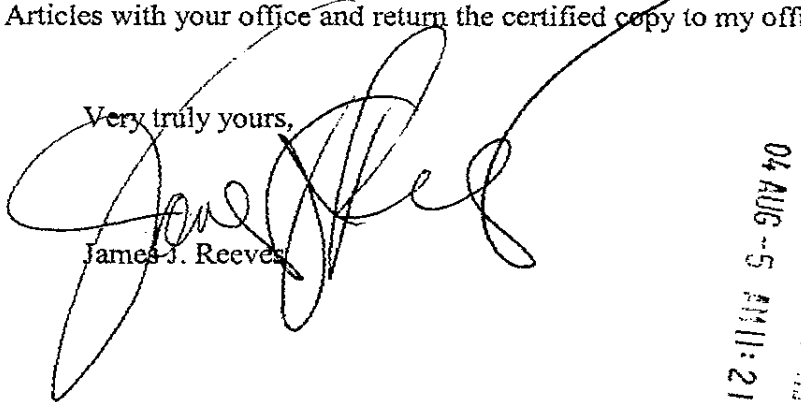
Re: **Candlewalk II, Inc.**

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$78.75 to cover the filing fee, certified copy fee, and registered agent designation fee.

Please file the original Articles with your office and return the certified copy to my office at your earliest convenience.

Very truly yours,


James J. Reeves

04 AUG -5 AM 11:21
DIVISION OF STATE
\$78.75
OFFICE

**ARTICLES OF INCORPORATION
OF
CANDLEWALK II, INC.**

ARTICLE I - NAME

The name of this Corporation is **CANDLEWALK II, INC.**

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date of the execution of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of non par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 thereof (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 and the principal office of the Corporation is **105 EAST DESOTO STREET, PENSACOLA, FLORIDA 32501**, and the name of the initial registered agent of this Corporation at that address is **JAMES J. REEVES**.

ARTICLE VII - INITIAL 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:

04 AUG -5 AM 11:21
JAMES J. REEVES
21110510

J.P. MACNEIL
105 EAST DESOTO ST
PENSACOLA, FLORIDA 32501

04 AUG -5 AM 11:21
STATE OF FLORIDA
COUNTY OF ESCAMBIA

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation are:

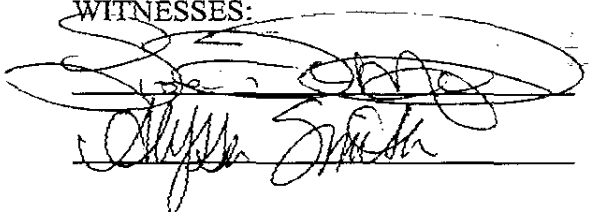
J.P. MACNEIL
105 EAST DESOTO ST
PENSACOLA, FLORIDA 32501

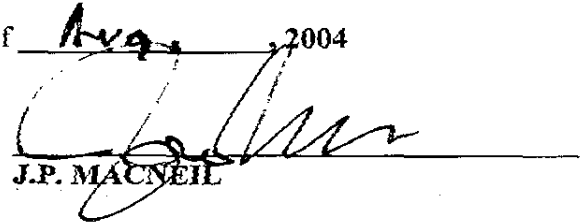
ARTICLE IX - BY-LAWS

The power to alter, adopt, amend or repeal the By-Laws of this Corporation shall be vested in the Board of Directors.

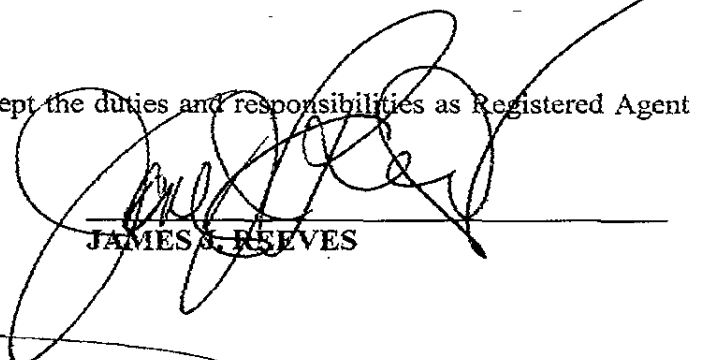
IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals to these Articles of Incorporation this 2 day of Aug., 2004

WITNESSES:



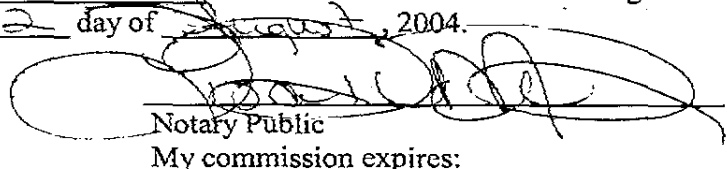

J.P. MACNEIL

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


JAMES S. REEVES

STATE OF FLORIDA
COUNTY OF ESCAMBIA

J.P. MACNEIL who is personally known to me or who produced as identification acknowledged the foregoing instrument before me this 2 day of August, 2004.


Notary Public
My commission expires: _____

(Affix Notarial Seal)



Lisa D. Miley
Commission # DD 066652
Expires Oct. 22, 2005
Bonded Thru
Atlantic Bonding Co., Inc.