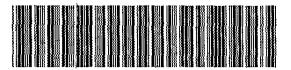
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SECULE SECULATION OF SECURATION OF SECURATION OF SEC

ARTICLES OF INCORPORATION

OF

MITCHELL, INC

ARTICLE I

NAME

The name of this corporation is. MITCHELL, INC.

ARTICLE II

EFFECTIVE DATE

The date of commencement of the corporation existence shall be the date of the filing of these Articles with the Secretary of State

ARTICLE III

ADDRESS

The address of the principal office of the corporation is: 4665 Hall Rd. Orlando, FL. 32817

ARTICLE IV

PURPOSE

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares at no par value.

ARTICLE VI

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind of series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. The right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Ken Mitchell whose address is 4665 Hall Rd. Orlando, FL. 32817

ARTICLE VIII

INCORPORATORS

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

NAME Ken Mitchell ADDRESS 4665 Hall Rd. Orlando, FL. 32817

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of 2 directors. The names and addresses of the initial directors of this corporation are:

NAME Ken Mitchell Laura Mitchell **ADDRESS**

4665 Hall Rd. Orlando, FL. 32817 4665 Hall Rd. Orlando, FL. 32817

ARTICLE X

LIMITATION OF LIABILITY

Each director, shareholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE XI

SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE XII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Dated this 31 day of July, 2004

STATE OF FLORIDA. COUNTY OF

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Ken Mitchell, who is personally known to me or have produced a driver's license as identification and who are known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

Dated this 31 day of July, 2004 Hudy MWDwil

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida statutes, the following is submitted in compliance with said Act:

That MITCHELL, INC., desiring to incorporate under the laws of the State of Florida, with its principal office located at 4665 Hall Rd. Orlando, FL. 32817 has named Ken Mitchell whose address is 4665 Hall Rd. Orlando, FL. 32817 as its agent to accept service of process within this State.

Acknowledgement

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

Ken Mitchell.

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