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04 AUG 19 2004
DIVISION OF REVENUE
SECRET

LAW OFFICE OF
R. WILLIAM FUTCH

610 SE 17TH STREET
OCALA, FLORIDA 34471
(352) 732-8080
FAX: (352) 732-8023
E-MAIL: rwfutchpa@aol.com

PLEASE REPLY TO:
POST OFFICE BOX 4885
OCALA, FLORIDA 34478

August 17, 2004

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: EASTERLING ENTERPRISE, INC.

Dear Sir/Madam:

Enclosed for filing are an original and one copy of the Articles of Incorporation of Easterling Enterprise, Inc. Also enclosed is our check in the sum of \$70.00, representing \$35.00 for the filing fee and \$35.00 for the registered agent fee.

Please return a conformed copy of the Articles of Incorporation to me in the envelope provided.

Thank you for your cooperation. If you have any questions, please contact me.

Very Truly Yours

BY


R. WILLIAM FUTCH

RWF/kad
Enc. (check # 2442)

REC'D
DIVISION OF CORPORATIONS
04 AUG 18 AM 11:39

**ARTICLES OF INCORPORATION
of
EASTERLING ENTERPRISES, INC.**

**ARTICLE I
NAME**

The name of the corporation is EASTERLING ENTERPRISE, INC.

**ARTICLE II
DURATION**

The period of duration of the corporation is perpetual.

**ARTICLE III
PURPOSE**

The purpose is to engage in retail sales and any other activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office, if known, and the mailing address of the corporation is Post Office Box 1120, Lecanto, FL 34460.

**ARTICLE V
CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares, all of one class, at ONE and 00/100 (\$1.00) DOLLAR par value.

04 AUG 18 AM 11:21

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ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered office and agent of this corporation is:

- (A) Registered Agent: R. WILLIAM FUTCH
- (B) Registered Office: 610 S.E. 17th Street
Ocala, FL 34471

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and addresses of the director of this corporation is:

Ellen G. Daly
Post Office Box 1120
Lecanto, FL 34460

ARTICLE VIII
INCORPORATOR

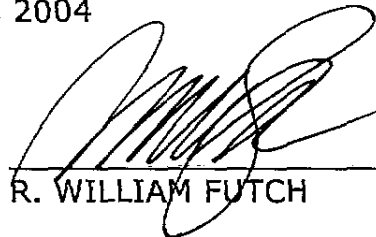
The name and address of the incorporator signing these Articles of Incorporation is:

R. WILLIAM FUTCH
610 S.E. 17th Street
Ocala, FL 34471

ARTICLE IX
AMENDMENT OF ARTICLES

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 17 day of August, 2004

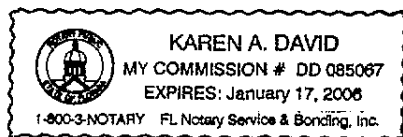


R. WILLIAM FUTCH

STATE OF FLORIDA)
COUNTY OF MARION)

BEFORE ME, a notary public duly authorized to take acknowledgments in the state and county set forth above, personally appeared R. WILLIAM FUTCH, known to me and known by me to be the person who executed the foregoing Articles and acknowledged to me that he executed the same freely and voluntarily.

WITNESS my hand and official seal this 17 day of August, 2004.



Karen A. David
Notary Public, State of Florida
My Commission Expires: 01/17/06

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in §607.325, Fla. Stat.

DATED this 17 day of August, 2004.

R. William Futch
R. WILLIAM FUTCH
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 AUG 18 AM 11:38