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(Requestor's Name)

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(City/State/Zip/Phone #)

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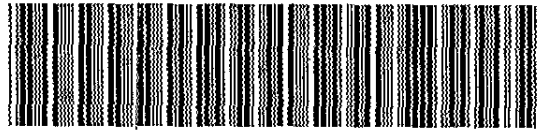
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08/25

August 20, 2004

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

Subj: Incorporation of BURTON REAL ESTATE HOLDINGS, INC.

Dear Sir or Madam:

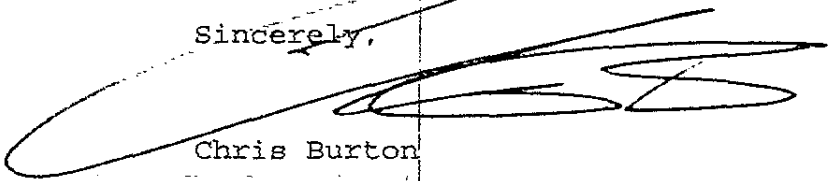
Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Paralegal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (321) 729-6399

Thank you for your assistance in this matter.

Sincerely,



Chris Burton

ARTICLES OF INCORPORATION
OF
BURTON REAL ESTATE HOLDINGS, INC.

ARTICLE I. NAME

The name of this corporation is
BURTON REAL ESTATE HOLDINGS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

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 1,000 shares of
\$1.00 par value common stock, which shall be designated
"common shares".

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 (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

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TALLAHASSEE, FLORIDA

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2087-A Sarno Rd., Melbourne, Florida 32935, and the name of the initial registered agent of this corporation at that address is ALLEN MILLER.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation are:

CHRIS BURTON
6550 N. Wickham Road, Suite 7
Melbourne FL 32940

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 6550 N. Wickham Road, Suite 7, Melbourne, Florida 32940, and the mailing address of the corporation is 6550 N. Wickham Road, Suite 7, Melbourne, FL 32940.

ARTICLE IX. INCORPORATOR

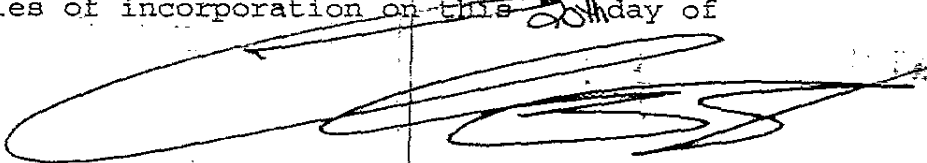
The name and address of the person signing these articles are:

CHRIS BURTON
6550 N. Wickham Road, Suite 7
Melbourne FL 32940

ARTICLE X. AMENDMENTS

This corporation reserves the right 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.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 20th day of August, 2004.



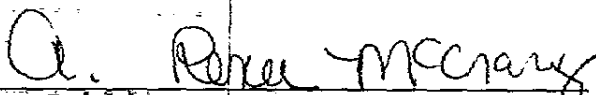
CHRIS BURTON

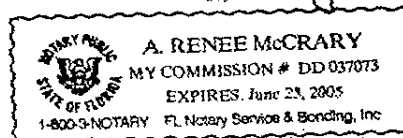
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared CHRIS BURTON, known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 20th day of August, 2004.

FL/D


Notary Public



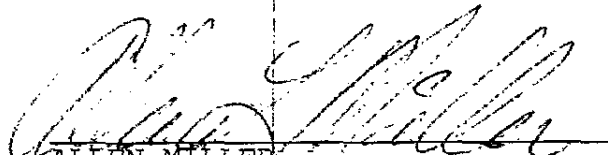
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607
Florida Statutes, the following is submitted:

That BURTON REAL ESTATE HOLDINGS, INC., desiring to
organize under Statutes of the State of Florida, with its
principal office at 6550 N. Wickham Road, Suite 7, Melbourne,
Florida 32940, has named ALLEN MILLER located at 2087 Sarno-A
Rd., Melbourne, Florida 32935, as its agent to accept service
of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


ALLEN MILLER
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA