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TALAMON, ILLINOIS

01/05/05--01018--003 **122.50

C.F. 1-5

January 3, 2005
Secretary of State
Florida State Capital
Department of Corporations
Tallahassee, FL, 32304

Dear Sirs:

Enclosed are the Articles of Incorporation for the new corporation to be named
Holton & Cruz Enterprises Inc. The business address is 8775 20th Street, Lot 271, Vero
Beach, FL, 32966.

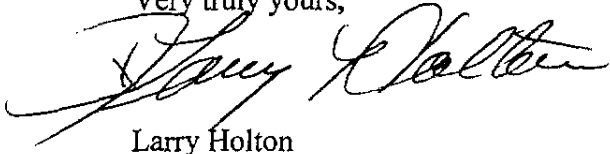
Also, please find enclosed the following fees:

\$35.00	Filing Fees
52.50	Certified Copy
35.00	Registered Agent Designation

Total \$122.50

If there are any questions concerning any of the above, please contact Larry
Holton. The business telephone number is 772-475-4973. Thank you for your assistance.

Very truly yours,

A handwritten signature in black ink, appearing to read "Larry Holton", is written over a horizontal line.

Larry Holton

ARTICLES OF INCORPORATION
OF
HOLTON & CRUZ ENTERPRISES INC

FILED
05 JAN -5 PM 3:46
TALLAHASSEE, FLORIDA
CLERK OF THE CIRCUIT COURT

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation and the principal mailing address is:

Holton & Cruz Enterprises Inc
8775 20th Street, Lot 271
Vero Beach, Fl, 32966

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The corporation is organized for the purpose of transacting any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and engaging in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

The street address of the initial registered office of the corporation is, 8775 20th Street, Lot 271, Vero Beach, FL, 32966, and the name of its initial registered agent at such address is Larry Holton.

ARTICLE SIX

The number of Directors constituting the initial Board of Directors of the corporation is two (2), and the name and address of the persons who are to serve on the initial Board of Directors are:

Larry Holton
8775 20th Street, Lot 271
Vero Beach, FL, 32966

Clara C Andrini
8775 20th Street, Lot 271
Vero Beach, FL, 32966

ARTICLE SEVEN

The name and address of the incorporator is:

Larry Holton
8775 20th Street, Lot 271
Vero Beach, FL, 32966

ARTICLE EIGHT

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

- (1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of un-issued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or,
- (2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder and right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE NINE

The principle of cumulative voting shall apply in all elections of Directors of the Corporation. Each stockholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected. Each may cast all his votes for a single candidate, or may divide and distribute his votes among any two or more candidates, as he may see fit. Each stockholder may, if he desire, cast fewer than all the votes to which he is entitled at an election of Directors.

No ballot shall be valid if the total number of votes shown, thereon, is in excess of the total number of votes to which a stockholder casting such ballot is entitled.

At any such election the candidates receiving the highest number of votes, up to the number of Directors to be chosen, shall be elected, and an absolute majority of the votes cast is not prerequisite to the election of any candidate to the Board of Directors.

ARTICLE TEN

There shall be no power to levy any assessment on any shares of the stock of this corporation.

ARTICLE ELEVEN

- (a) The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any action, suit, or proceeding, whether civil or criminal, by reason of the fact that he is or was a Director or Officer, against expenses, including attorney's fees, judgments, fines, incurred by him, including appeals, if the action taken was in good faith or in a manner he reasonably believes to be in or not opposed to the best interest of the corporation. However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is judged liable for negligence or misconduct in the performance of his duties to the corporation, unless, and only to the extent that, the Court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonable entitled to indemnity in view of all of the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors, subject to the approval of a majority of the stockholders, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director or Officer met the applicable standard of conduct and on receipt of an undertaking by or on

behalf of the Director or Officer, to repay such amount, unless it is ultimately determined he is entitled to be indemnified by the corporation as authorized in this Article.

- (b) The corporation shall also indemnify any Director or Officer who has been successful on the merits or otherwise in defense of any action, suit or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such Director, Officer, Employee or Agent met any appropriate standard of conduct.
- (c) The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, Employee or Agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.
- (d) In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested Directors and duly authorized by a majority of stockholders.

ARTICLE TWELVE

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee, or Agent of the corporation, or who is or was serving at the request of the corporation as a Director, Officer, Employee, or Agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against such liability under the provisions of these Article or under Law.

ARTICLE THIRTEEN

Special meetings of stockholders may be called at any time for any purpose by any Officer or Director of the corporation, or the holders of ten per cent (10%) or more of all outstanding shares of the corporation.

ARTICLE FOURTEEN

The power to make, alter, amend, and repeal the by-laws of the corporation shall be reserved to the stockholders of the corporation.

ARTICLE FIFTEEN

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

ARTICLE SIXTEEN

The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any Director of the corporation with or without cause, by majority vote. If less than all of the Directors are to be removed, no individual Director may be removed if the number of votes cast against his removal would be sufficient, if voted cumulatively, and at an election of the whole board, to elect one or more Directors.

ARTICLE SEVENTEEN

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity, in which one or more of its Directors or Officers are financially interest, shall be either void or voidable because of such relationship of interest or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof, which authorized, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or,
- (b) The fact of such relationship or interest is disclosed or made known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee or the stockholders.

ARTICLE EIGHTEEN

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement among the holders of such shares. A copy of such agreement shall be kept on file in the corporation minute book at the registered office of the corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable times during business hours.

ARTICLE NINETEEN

Fifty-one per cent (51%) of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the shareholders.

ARTICLE TWENTY

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of incorporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principle place of business; and shall remain open for acceptance by the corporation for a period of 180 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by the stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend; "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation. A copy of such Articles is on file at the principle office of corporation."

ARTICLE TWENTY-ONE

- (1) Any stockholder shall have the right at any time to submit to arbitration the question of whether ground for involuntary dissolution exists. Such grounds are specified in Subsection (2) hereof, and on finding that such grounds exist, the arbitrator, who shall order the stock of such stockholder or stockholders, as the arbitrator may designate, shall be sold to the highest bidder among such stockholders as he shall designate, provided that such stock shall in no event be sold for less than the net value thereof. In the event the designated

stockholders fail or refuse to enter a bid, or fail or refuse to enter a bid in excess of the minimum specified above, the arbitrator shall order one or more of such binding stockholders to put such stock at the minimum price.

- (3) As used herein, the term "grounds for dissolution" shall mean any one or more of the following:
- (a) The directors are deadlocked in the management of the corporate affairs and the stockholders are unable to break the deadlock, and irreversible injury to the corporation is being suffered or is threatened thereby.
 - (b) The stockholders are deadlocked in voting power and have failed to elect successors or Directors whose terms have expired or would have expired on qualification of their successors; or
 - (c) The corporate assets are being misapplied or wasted.
- (4) Arbitration hereunder shall be held in the city of Vero Beach, County of Indian River, State of Florida, and shall be conducted by one arbitrator selected from the panel of the American Arbitration Association in accordance with the rules and regulations of that association. Judgement on the award of the arbitrator may be entered in any court having jurisdiction thereof.

ARTICLE TWENTY-TWO

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not law requires that approval.

ARTICLE TWENTY-THREE

A majority of the Directors shall constitute a quorum for a meeting of Directors.

ARTICLE TWENTY-FOUR

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE TWENTY-FIVE

SUBSCRIBER: the name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore are:

Name and Address	Shares	Consideration
Larry Holton 8775 20 th Street, Lot 271 Vero Beach, FL, 32966	500	Cash
Clara C Andrini 8775 20 th Street, Lot 271 Vero Beach, FL, 32966	500	Cash

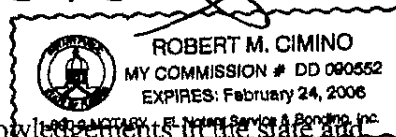
ARTICLE TWENTY-SIX

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of Incorporation of Holton & Cruz Enterprises Inc, this 3rd day of January, 2005.

x *Larry Holton*
Larry Holton

STATE OF FLORIDA
COUNTY OF INDIAN RIVER



Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Larry Holton and Clara C Andrini, known to me to be the persons who executed these Articles of Incorporation.

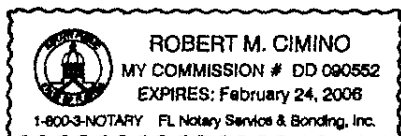
IN WITNESS WHEREOF, I have hereunto set my hand and affixed, by official seal in the state and county aforesaid, this 3rd day of January, 2005.
Notary Public, State of Florida at Large

I hereby am familiar with and accept the duties and responsibilities as registered agent for Holton & Cruz Enterprises Inc.

x *Larry Holton*
Larry Holton

Signed before me this 3rd day of January, 2005

Robert M. Cimino
Notary Public



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05 JAN -5 PM 3:46
TALLAHASSEE, FLORIDA