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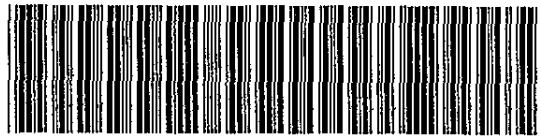
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JAN 5 2005
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05 JAN -5 PM 1:53

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ROBERT B. COOK, P. A.

Attorney and Counselor at Law

January 3, 2005

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

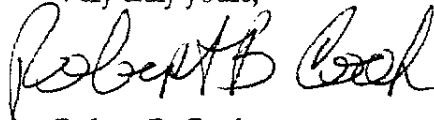
Re: Cook Outdoors, Inc.
Meridian Construction Management, Inc.

Gentlemen:

Please find enclosed the original of the articles of organization for the subject companies. Please provide me with a certified copy of the articles of organization after formation. Two checks, each in the amount of \$78.75 is enclosed for payment of the following fees:

- | | |
|--------------------------------|---------|
| (1) Articles of organization | \$35.00 |
| (2) Resident Agent Designation | \$35.00 |
| (3) Certified copy | \$ 8.75 |

Very truly yours,



Robert B. Cook

**ARTICLES OF INCORPORATION
OF
MERIDIAN CONSTRUCTION MANAGEMENT, INC.**

ARTICLE I. CORPORATE NAME.

The name of this corporation is **MERIDIAN CONSTRUCTION MANAGEMENT, INC.**

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 5940 Our Robbies Road, Jupiter, FL 33458

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.


The name and address of the initial registered agent are Leslie A. Cook, 17 Bay Harbor Road, Tequesta, FL 33469.

ARTICLE V. INCORPORATOR.

The name and street address of the incorporator is:

Stephen D. Cook
5940 Our Robbies Road
Jupiter, FL 33458

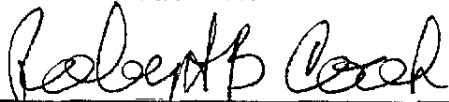
The undersigned executed these articles of incorporation on January 3, 2005.



Stephen D. Cook, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 3 day of January, 2005, by Stephen D. Cook, who is personally known to me or who has produced a Florida driver's license as identification.


_____, Notary Public



Robert B. Cook
Commission #DD287126
Expires: Feb 03, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

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SECTION OF OPERATIONS

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

In pursuance of §§48.091(1) and 617.0501, Florida Statutes,
the following is submitted in compliance thereof:

That **MERIDIAN CONSTRUCTION MANAGEMENT, INC.** desiring to
organize under the laws of the State of Florida, designates the
name and address of its registered agent to accept service of
process within this State as follows:

Leslie A. Cook
17 Bay Harbor Road
Tequesta, FL 33469

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-
stated corporation, at the above-stated address in this State, I
hereby accept to act in this capacity and agree to comply with the
provisions of said statute relative to keeping the premises open
from 10:00 a.m. to noon each day, except Saturdays, Sundays, and
legal holidays, and to post therein a sign designating the name of
the Corporation and the name of its registered agent.

BY: Leslie A. Cook

Leslie A. Cook

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 3
day of January, 2005, by Leslie A. Cook, who is personally known to
me.

Robert B. Cook

, Notary Public



Robert B. Cook
Commission #DD287126
Expires: Feb 03, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

FILED
CLERK OF STATE
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