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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

Robert B. Cook

Very truly yours,

ARTICLES OF INCORPORATION

OF

COOK OUTDOORS, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is COOK OUTDOORS, 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

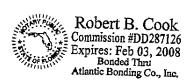
The undersigned executed these articles of incorporation on January 3, 2005.

Stephen D. Cook, Incorporator

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 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



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 COOK OUTDOORS, 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

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2 day of January, 2005, by Leslie A. Cook, who is personally known to me.

Notary Public

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