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FLORIDA PROFIT CORPORATION OR P.A.

PARKER CONVERSE, INC.

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**ARTICLES OF INCORPORATION
OF
PARKER CONVERSE, INC.**

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CLERK OF THE COURT
JAN 3 2005

The undersigned Incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is: **PARKER CONVERSE, INC.**

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be the date of filing of these Articles with the Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

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ARTICLE V - PRINCIPAL OFFICE

The principal place of business shall be 4104 Sarasota Avenue, Sarasota, FL, 34234, and the mailing address of this Corporation shall be 22 South Links Avenue, Suite 300, Sarasota, FL, 34236.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 22 South Links Avenue, Suite 300, Sarasota, Florida, 34236, and the Registered Agent at such office is Thomas B. Luzier, Esq.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of the Members of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Parker Converse II	4104 Sarasota Avenue Sarasota, FL 34234
Louise Kennedy	4104 Sarasota Avenue Sarasota, FL 34234

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

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ARTICLE IX - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

Name

Address

Dunlap & Moran, P.A.

22 South Links Avenue, Ste. 300
Sarasota, FL 34236

These Articles this 1 day of February, 2005.

Thomas B. Luzier, Esq.
Incorporator

Having been named as Registered Agent and to accept service of process for PARKER CONVERSE, INC., and the place designated in the Articles, I hereby accept the appointment as ~~Registered Agent and agree to act in this capacity.~~ I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date: February 1, 2005

Thomas B. Luzier, Esq.
Registered Agent

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