

V. Ingram

MICHAEL G. BRADY, P.A.

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

February 17, 2005

RE: Registration of Articles of Incorporation for:
ROBERT C. FLEER, INC.

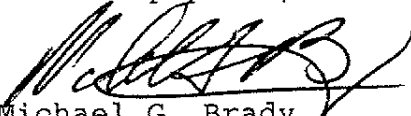
Dear Sir or Madame:

Enclosed please find an original, and two (2) photocopies, of the Articles of Incorporation of ROBERT C. FLEER, Inc., including a Certificate of Designation of Registered Agent and, a check in the amount of \$78.75, to cover the costs of filing, designation of registered agent and, in obtaining a Certified copy of the enclosed articles, all with regard to the above-referenced incorporation.

If the enclosed articles are in order, please return a Certified copy of same in the self-addressed, stamped envelope, provided herein for your convenience in return mailing.

Your prompt attention to this matter is appreciated. In the event you have any unanswered questions or comments, please do not hesitate to contact my office.

Sincerely yours,


Michael G. Brady
MICHAEL G. BRADY, P.A.
MGB/sme
enc

cc: R. Fleer

ARTICLES OF INCORPORATION

OF

ROBERT C. FLEER, INC.

FILED

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**CLERK OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the state of Florida.

ARTICLE I - NAME

The name of this corporation is **ROBERT C. FLEER, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business/mailing address is:

11134 115th Street N., Largo, Florida 33778

ARTICLE III - NATURE OF BUSINESS

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all of the things herein mentioned as fully, and to the same extent, as natural persons might or could do.

1. To take, buy, purchase, sell, exchange, hire, lease, or otherwise acquire real estate and property, either improved or unimproved, and any interest or right therein, as well as tangible and intangible personal property, and to hold, own, control, manage and develop same.

2. To purchase or otherwise acquire real and personal property of any and all kinds that may be lawfully acquired and held by a business corporation and, in particular: land,

leaseholds, shares of stock, mortgages, bonds and other securities.

3. To erect, construct, maintain, improve, rebuild, alter, manage and control, either directly or through ownership of stock in any corporation, any and all kinds of buildings, dwellings, stores, offices or other structures or erections.

4. To sell, manage, improve, develop, assign, transfer, convey, lease, pledge or otherwise alienate or dispose of, and to mortgage or otherwise encumber land, buildings, real property, chattels, or other property of the company, real and personal.

5. To issue debentures, bonds or other evidence of indebtedness secured by mortgage or mortgages upon property of this company or otherwise, and to sell the same; borrow money, make and issue promissory notes, bonds or other evidence of indebtedness, whether secured by mortgage, pledge or otherwise.

6. To purchase, acquire, hold sell, assign, transfer, mortgage, pledge and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon; and to issue in exchange therefore, its own stock, bonds and other obligations.

7. To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its property.

8. To purchase, hold, sell, and issue the shares of its own

capital stock.

9. To conduct its business in the state of Florida, in other states or the District of Columbia, or in the territories and colonies of the United States and/or foreign countries, and to exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the Act, pursuant to and under which this corporation is formed.

10. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

11. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in the Articles, shall in any way be limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article, or any other Article, but that the objects and powers specified in each of the clauses of these Articles shall be regarded as independent objects and powers.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to issue is 700 shares of common stock. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - DURATION OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI - INITIAL OFFICERS/DIRECTORS

While the elected officers of the corporation are empowered to make day to day decisions, management and control of the corporation shall be vested in a Board of Directors of not less than one (1) director. Attendance by a majority of the directors at any meeting shall constitute a quorum. A majority of directors present at any meeting must vote in favor of any motion, resolution or action taken in order that same may become effective and, be the act and deed of the corporation. The Board of Directors shall be elected by the shareholders of the corporation. The names and street addresses of the initial members of the Board of Directors, who, subject to the provisions of the Certificate of Incorporation, By-Laws, and/or the laws of the state of Florida, shall hold office for the first year of existence of the corporation or until successors are elected, are as follows:

NAME	ADDRESS
ROBERT C. FLEER	11134 115th Street N Largo, Florida 33778

ARTICLE VII - REGISTERED AGENT AND ADDRESS

The name and Florida street address of the initial registered agent is: ROBERT C. FLEER

11134 115th Street N., Largo, Florida 33778

The corporation may have other offices, and/or places where it may conduct business, and/or promote its objects, within any part of the state of Florida, the District of Columbia, any territory of the United States, and/or in any foreign country, as the directors may so designate.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is: ROBERT C. FLEER
11134 115th Street N
Largo, FL 33778

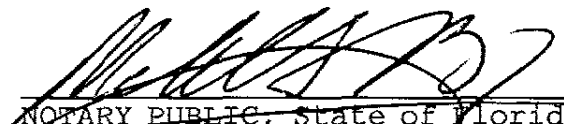
IN WITNESS WHEREOF, the undersigned, as incorporator of the above-named corporation, do hereby subscribe my name and acknowledge the execution of same on this 16 day of FEB, 2005.


ROBERT C. FLEER Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, personally appeared ROBERT C. FLEER, who either provided Florida D/L as identification, or is well-known to me to be the person described in and who executed the foregoing Articles of Incorporation of ROBERT C. FLEER, INC.; who acknowledged to and before me that he executed said instrument for the purpose therein expressed; and, who did/did not take an oath.

WITNESS my hand and official seal, this 16th day of February, 2005, in the aforesaid County and State.


NOTARY PUBLIC, State of Florida




Michael G. Brady
Commission # DD096128
Expires May 15, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE OF DESIGNATION AND
ACCEPTANCE AND ACKNOWLEDGMENT OF REGISTERED AGENT

for

ROBERT C. FLEER, INC.

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, DO HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT. I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS AS REGISTERED AGENT, AND AGREE TO COMPLY WITH ALL PROVISIONS OF THE FLORIDA CORPORATION ACT, RELATIVE TO MY DUTIES AS REGISTERED AGENT.



ROBERT C. FLEER, Registered Agent
ROBERT C. FLEER, INC.

Dated: 2-16-05, 2005

FILED
05 FEB 21 PM 2:50
TALLAHASSEE, FLORIDA