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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/28/05
BWK

Phil S. Witeka
ATTORNEY AT LAW
P.O. BOX 2727
537 N.E. 1st STREET, SUITE 3
GAINESVILLE, FLORIDA 32602

352-371-6437
FAX 352-372-3986

March 17, 2005


Florida Department of State
Division of Incorporation
Post Office Box 6327
Tallahassee, Florida 32314-6327

RE: FILING OF ARTICLES OF INCORPORATION

Dear Recipient:

Please find the Articles of Incorporation for the new corporation Karen Bennett, Inc. enclosed with this correspondence. Please accept the enclosed Articles for filing with the Secretary of State. Please provide me with a Charter Number and a certified copy of the Articles of Incorporation by return mail.

I have enclosed a check in the amount of \$78.75 to be applied to the payment of the State filing fees. If for any reason the enclosed Articles of Incorporation are not acceptable for filing or if you need anything additional, please contact me immediately. I have enclosed a self-addressed stamped envelope for you to return the documents to me once the Articles of Incorporation have been accepted. Your prompt response to this correspondence will be greatly appreciated.

Sincerely,

Phil S. Witeka
Attorney at Law

PSW:aea
Enclosures: {as stated above}

FILED

05 MAR 21 PM 2:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
KAREN BENNETT, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

KAREN BENNETT, INC..

The address of the principal office of this corporation shall be 125 Underwood Drive, Palatka, Florida 32177. The mailing address of this corporation shall be 125 Underwood Drive, Palatka, Florida 32177.

ARTICLE II

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a \$.01 par value per share.

ARTICLE IV

The street address of the initial registered office of the corporation shall be 125 Underwood Drive, Palatka, Florida 32177, and the name of the initial registered agent of the corporation at that address is KAREN BENNETT.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

KAREN BENNETT shall be President and Director of the Corporation. The Vice President of the Corporation shall be HERB BENNETT. These Officers shall hold office for the first year of the corporations existence, or until a successor is elected or appointed. The mailing address for KAREN BENNETT and HERB BENNETT is 125 Underwood Drive, Palatka, Florida 32177.

ARTICLE VII

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII

The name and street address of the incorporator of these Articles of Incorporation is KAREN BENNETT, 125 Underwood Drive, Palatka, Florida 32177.

IN WITNESS WHEREOF, the undersigned KAREN BENNETT, has hereunto set her hand and seal on March 17, 2005.

KAREN BENNETT, INC.

By: Karen Bennett
KAREN BENNETT, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

KAREN BENNETT, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

KAREN BENNETT, INC.

By: *Karen Bennett*
KAREN BENNETT, Registered Agent