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(Requestor's Name)

(Address)

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PICK-UP WAIT MAIL

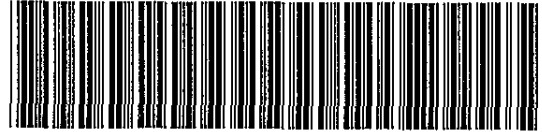
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
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J. Shivers APR 28 2005

THE LAW OFFICE OF

RAY E. THOMAS, JR., P.A.

3259 West Bryant Street
Post Office Box 39
Bell, Florida 32619

(352) 463-0077 (Office)
(352) 463-0090 (Fax)

April 22, 2005

Florida Department of State
Division of Corporations
Post Office 6327
Tallahassee, Florida 32314

Dear Sir or Madam,

Enclosed are the original and one copy of the following documents:

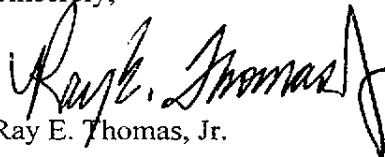
Articles of Incorporation of EMORY PHILMAN, INC.
Certificate of Designation of Resident Agent and Acceptance

I have further enclosed my check made payable to Florida Department of State in the amount of \$78.75 to cover the following costs:

| | |
|------------------------------|-----------------|
| Filing fee | \$ 35.00 |
| Registered Agent Designation | 35.00 |
| Certified Copy of Articles | <u>8.75</u> |
| | <u>\$ 78.75</u> |

Please file the corporation and return the Certified copy of the Articles to me at the address above. If you have any questions, please do not hesitate to call.

Sincerely,


Ray E. Thomas, Jr.

RETjr/lf
Enclosures

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ARTICLES OF INCORPORATION

of

EMORY PHILMAN, INC.

ARTICLE I: NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is **Emory Philman, Inc.** and its principal place of business shall be located at **3389 NW 20th Avenue, Bell, FL 32619.**

ARTICLE II: DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of common stock at **TWO DOLLARS (\$2.00)** par value, which shall be designated as "Common Shares."

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **3389 NW 20th Avenue, Bell, FL 32619** and the name of the initial registered agent of this corporation is at that address is **Emory Philman.**

ARTICLE VII: DIRECTORS

Initially, this corporation shall have one (1) Director who shall serve until his successors shall be elected/appointed/eliminated at the first meeting of the stockholders. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

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Name

Address

Emory Philman

3389 NW 20th Avenue, Bell, FL 32619

ARTICLE VIII: OFFICERS

The name and address of the initial officer(s) of the corporation, who shall serve until his/her successors shall be elected or appointed, is:

Name

Address

President: Emory Philman

3389 NW 20th Avenue, Bell, FL 32619

Secretary: Janice Philman

3389 NW 20th Avenue, Bell, FL 32619

ARTICLE IX: INCORPORATOR

The name and address of the Incorporator signing these articles is:

Name

Address

Emory Philman

3389 NW 20th Avenue, Bell, FL 32619

ARTICLE X: INDEMNIFICATION


The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his/her duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI: AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: April 21, 2005.

By 
Emory Philman
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that **Emory Philman, Inc.**, desiring to organize or qualify under the laws of the State of Florida, has named **Emory Philman**, located at **3389 NW 20th Avenue, Bell, FL 32619**, as its agent to accept service of process within Florida.

Dated: April 21, 2005.

By Emory J. Philman
Emory Philman
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby 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.

Dated: April 21, 2005.

By Emory J. Philman
Emory Philman
Registered Agent

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