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05 MAY -5 AM 8:50
FALL ARIZONA

April 29, 2005

Division of Corporations
P. O. Box 1500
Tallahassee, FL 32302-1500

Re: Mattox & Luceroni, Inc.

Gentlemen:

Enclosed please find the following documents for your consideration:

1. Articles of Incorporation in duplicate.
2. Money Order in the amount of \$78.75 for the filing fees.

If you have any questions, please contact me at 386-212-6958.

Very truly yours,

RONALD LEE MATTOX
encs.

ARTICLES OF INCORPORATION
OF
MATTOX & LUCERONI, INC.

FILED
05 MAY -6 AM 8:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: **MATTOX & LUCERONI, INC.**

Article 2. Address of principal office. The address of the principal office and the mailing address of the corporation is 411 Orange Avenue, Port Orange, FL 32127.

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 6. Initial Registered Office and Agent. The initial Registered Agent is Ronald Lee Mattox and the street address of the initial Registered Office of the Corporation is 411 Orange Avenue, Port Orange, FL 32127.

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Ronald Lee Mattox 411 Orange Avenue
Port Orange, FL 32127

Robert Luceroni 718 Lafayette Street
Port Orange, FL 32129

Article 8. Incorporators. The name and address of each
Incorporator is as follows:

Ronald Lee Mattox 411 Orange Avenue
Port Orange, FL 32127

Robert Luceroni 718 Lafayette Street
Port Orange, FL 32129

Articles 9. Amendment. The Corporation reserves the right
to amend or repeal any provisions contained in these Articles of
Incorporation or any amendment to them, and any right conferred
upon the Shareholders is subject to this reservation.

Article 10. Indemnification. The Corporation shall indemnify
each Officer and Director, including former Officers and Directors,
to the full extent permitted by law.

Article 11. Preemptive Rights. Each Shareholder of the
Corporation shall have the right to purchase, subscribe for, or
receive a right or rights to purchase or subscribe for, at the
price for which it is offered to others, that Shareholder's pro
rata portion of the following:

A. Any stock of any class that the Corporation may issue
or sell, whether or not exchangeable for any stock of the
Corporation of any class or classes, and whether or not of unissued
shares authorized by the Articles of Incorporation as originally
filed or by any amendment thereof or out of shares of stock of the
Corporation acquired by it after the issuance thereof, and whether
issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell
which is convertible into or exchangeable for any stock of the
Corporation of any class or classes, or to which is attached or
pertinent any warrant or warrants or other instruments conferring
on the holder the right to subscribe for or purchase from the
Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does
not exercise it and pay for the shares preempted within thirty (30)
days after receipt of written notice from the Corporation stating
the price, terms and conditions of the issue of shares and inviting

the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 12. Stock Transfer Restrictions. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Ronald Lee Mattox	900
Robert Luceroni	100

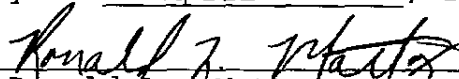
Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 13. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

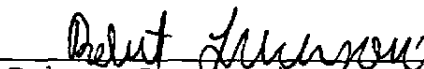
Article 14. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 15. Commencement of Corporate Existence. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 29th day of April, 2005.



Ronald Lee Mattox



Robert Luceroni

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me personally appeared Ronald Lee Mattox and Robert Luceroni to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 29th day of
April, 2005.

My commission expires:

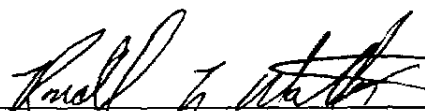
Diane W. Eyre
Notary Public



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of MATTOX & LUCERONI, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 29th day of April, 2005.



Ronald Lee Mattox, Registered Agent

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05 MAY -6 AM 8:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA