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(Requestor's Name)

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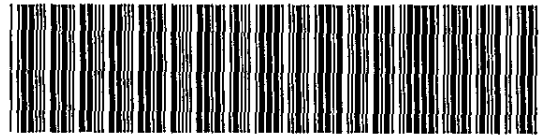
(Business Entity Name)

(Document Number)

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RECEIVED
TALLAHASSEE, FLORIDA

5/17/05



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 2, 2005

PAUL M. GUNTARP, JR., P.A.
185 CYPRESS POINT PARKWAY
SUITE 6
PALM COAST, FL 32164-4

SUBJECT: C & N, INC.
Ref. Number: W05000022171

We have received your document for C & N, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P04000061309 - C & N INCORPORATED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 705A00031032

THE LAW OFFICES OF
Paul M. Guntharp, Jr., P.A.

May 11, 2005

Loria Poole, Document Specialist
New Filings Section, Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

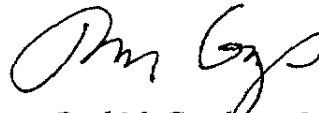
Re: **C & N OF PALM COAST, INC.**

Dear Ms. Poole:

Enclosed are the original, corrected Articles of Incorporation concerning C & N OF PALM COAST, INC., pursuant to your correspondence dated May 2, 2005, a copy of which is also enclosed. Kindly file the Articles and return to us the certificate of filing, indicating the charter number.

If you have any questions, please do not hesitate to call.

Sincerely,



Paul M. Guntharp, Jr.

PMG:rm
Enclosure

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

C & N OF PALM COAST, INC.

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

C & N OF PALM COAST, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any

other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

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 with a no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street address of the initial principal office of this corporation in the State of Florida is 500 E. Court Street, Bunnell, Florida, 32110. The mailing address of the initial principal office of this corporation is 87 Princess Ruth Lane, Palm Coast, Florida, 32164. The Board of Directors may, from time to time, move the principal office or mailing address to any other addresses in Florida.

ARTICLE VI. DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Carlos Francisco	87 Princess Ruth Lane Palm Coast, FL 32164

Nuno A. Canelo

87 Princess Ruth Lane
Palm Coast, FL 32164

ARTICLE VIII. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Nuno A. Canelo, 87 Princess Ruth Lane, Palm Coast, Florida, 32164, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at anytime in accordance with the provisions of Florida law.


ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

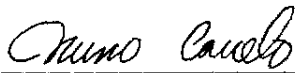
ARTICLE X. INCORPORATORS

The name and post office address of each incorporator of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Carlos Francisco	87 Princess Ruth Lane Palm Coast, FL 32164
Nuno A. Canelo	87 Princess Ruth Lane Palm Coast, FL 32164



Carlos Francisco, Incorporator

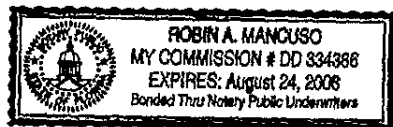


Nuno A. Canelo, Incorporator

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Carlos Francisco and Nuno A. Canelo, to me personally known to be the persons described as incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation. Declarants produced drivers license as identification and did not take an oath.

WITNESS my hand and official seal in the County and State named above this 26th day of April, 2005.



A handwritten signature in cursive script, reading "Robin A. Mancuso".

Notary Public

My commission expires: 8/24/08

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

C & N OF PALM COAST, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS
AT 500 E. COURT STREET, BUNNELL, FLORIDA, 32110, HAS NAMED NUNO A.
CANELO, 87 PRINCESS RUTH LANE, PALM COAST, FLORIDA, 32164, AS ITS
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Carlos Francisco, Incorporator

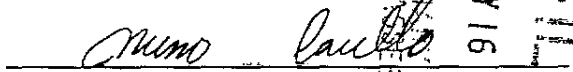
Date: April 26, 2005



Nuno A. Canelo, Incorporator

Date: April 26, 2005

HAVING BEEN NAMED 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, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



Nuno A. Canelo, Registered Agent

Date: April 26, 2005

FILED
05 MAY 16
AM 8:58
S. ONEAL
CLERK OF THE
STATE
ALLAHAM
FLORIDA