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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

Michelle Borden Enterprises, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MICHELLE BORDEN ENTERPRISES, INC.**

ARTICLE I. NAME

The name of this corporation shall be MICHELLE BORDEN ENTERPRISES, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business of the corporation is 527 Alligator Drive, Suite 1, Venice, Florida 34293.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of signing of these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE IV. 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 V. CAPITAL STOCK

This corporation shall have the authority to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the

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total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

The name and address of the individual who shall serve as the Initial Board Of Directors is: MICHELLE D. BORDEN, 527 Alligator Drive, Suite 1, Venice, Florida 34293.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 527 Alligator Drive, Suite 1, Venice, Florida 34293.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: MICHELLE D. BORDEN.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: MICHELLE D. BORDEN, 527 Alligator Drive, Suite 1, Venice, Florida 34293.

ARTICLE XI. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles Of Incorporation of this corporation shall be vested in the shareholders by a seventy-six percent (76%) vote.

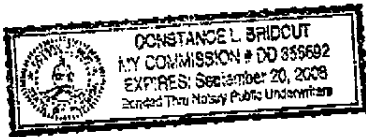
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IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 15th day of November, 2005.

Michelle D. Borden
MICHELLE D. BORDEN, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

On November 15, 2005, MICHELLE D. BORDEN designated above as the individual who shall serve as this corporation's incorporator, who is () personally known to me or () produced _____ as identification, and who did not take an oath personally appeared before me and signed these Articles Of Incorporation.



Constance L. Bridcut
Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of MICHELLE BORDEN ENTERPRISES, INC., which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (2004), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 15th day of November, 2005.

Michelle D. Borden
MICHELLE D. BORDEN, Registered Agent