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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 MAY -8 PM 3:35

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CO 5-9-06

**JOEL R. WEAVER, P.A.**  
**ATTORNEY AT LAW**  
1022 Main Street, Suite C  
Dunedin, Florida 34698  
Tel #: (727)-733-4616 Fax#: (727)-733-5446  
Email: jrweaver@knology.net

May 1, 2006

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

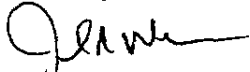
Re: Veon-Russell Enterprises, Inc.

Dear Sir or Madam:

Enclosed is the proposed Articles of Incorporation for the above corporation, plus 1 copy. In addition, I have enclosed a firm check in the amount of \$78.75 for the filing fee and a certified copy. A return envelope is enclosed.

If there is any questions or problems with the filing, please let me know.

Sincerely,



Joel R. Weaver  
Attorney at Law

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**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME**

The name of the corporation shall be:

VEON-RUSSELL ENTERPRISES, INC.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

112214 Arron Terrace  
Trinity, Florida 34655

**ARTICLE III**  
**PURPOSE OF CORPORATION**

The Corporation shall engage in the practice of any activity or business permitted under the laws of the United States and the State of Florida under F.S. 607.0301 and 607.0302, as amended.

**ARTICLE IV**  
**SHARES**

The number of shares of stock this corporation is authorized to have outstanding at any one time is:

1,001 shares, each share having a par value of One Dollar (\$1.00) per share

**ARTICLE V**  
**INITIAL OFFICERS**

The Initial Officers of the Corporation shall be:

President	Tipton Joseph Russell, Sr.
Vice-President	Cathy Veon-Russell
Secretary	Cathy Veon-Russell
Treasurer	Tipton Joseph Russell, Sr.

whose addresses shall be same as the principal office of the Corporation.

**ARTICLE VI**  
**REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

TIPTON JOSEPH RUSSELL, SR.  
12214 Arron Terrace  
Trinity, Florida 34655

**ARTICLE VII**  
**INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

TIPTON JOSEPH RUSSELL, SR.  
12214 Arron Terrace  
Trinity, Florida 34655

**ARTICLE VIII**  
**INITIAL DIRECTORS**

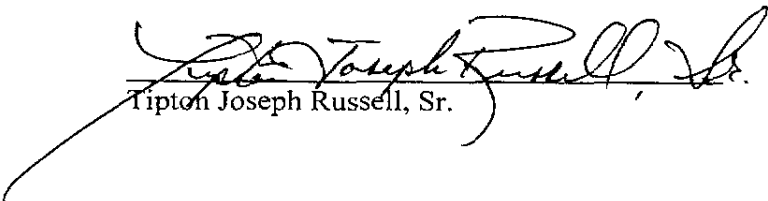
The Initial Directors of the Corporation shall be:

Tipton Joseph Russell, Sr.  
Cathy Veon-Russell

whose addresses shall be the same as the principal office of the Corporation.

The undersigned incorporator(s) has(have) executed

these Articles of Incorporation this 15 day of May, 2006

  
Tipton Joseph Russell, Sr.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

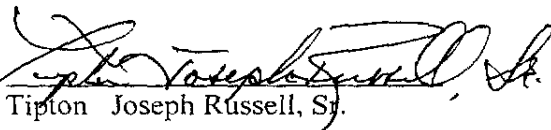
**CERTIFICATION OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is VEON-RUSSELL ENTERPRISES, INC.
2. The name and address of the registered agent and office is:

TIPTON JOSEPH RUSSELL, SR.  
12214 Arron Terrace  
Trinity, Florida 34655

*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 accept the appointment as registered agent and 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.*

  
Tipton Joseph Russell, Sr.

5/1/06  
Date