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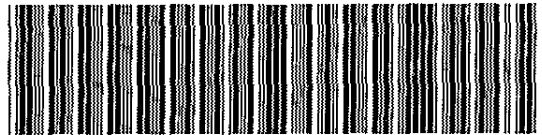
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CLERK OF STATE
TALLAHASSEE, FLORIDA

05/08/06--01067--010 **17.50

W05-21032

TRANSMITTAL LETTER

Department of State
Division of Corporations

SUBJECT: New registration of K & A Cleaver, Inc.

FROM:

William J. Grant
Grant & Samargya, LLC
123 N. Apopka Avenue
Inverness, Florida 34450

For further information concerning this matter, please call William J. Grant at (352) 726-5111.

Enclosed are an original and two (2) copies of the Articles of Incorporation and a check for:

\$52.50 for Filing Fee, Certificate of Status & Certified Copy

RECEIVED

06 MAY -4 PM 12:30

ARTICLES OF INCORPORATION (Amended 5/18/06)
OF
K & A CLEAVER, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: K & A Cleaver, Inc.

ARTICLE II

The existence of the Corporation shall begin on: April 8, 2006.

ARTICLE III

The street address of the principal office of the Corporation is: 916 Carnegie Drive, Inverness, FL 34450.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is: 916 Carnegie Drive, Inverness, Florida, 34450. The initial registered agent for the Corporation at that address is: Kerry W. Cleaver.

ARTICLE VI

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is:

Name

Address

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TALLAHASSEE, FLORIDA

Kerry W. Cleaver

916 Carnegie Drive
Inverness, FL 34450

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name

Address

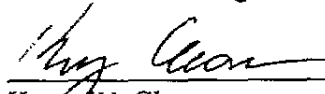
Kerry W. Cleaver

916 Carnegie Drive
Inverness, FL 34450

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

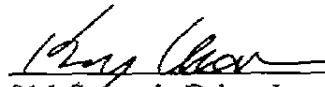
The undersigned incorporator has executed these articles of incorporation.


Kerry W. Cleaver
Incorporator

4/8/06
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for K & A Cleaver, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.


916 Carnegie Drive, Inverness, FL 34450
Registered Agent

4/8/06
Date

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 607.0501, 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: K & A Cleaver, Inc.
2. The name and address of the registered agent and office is:

Kerry W. Cleaver
916 Carnegie Drive
Inverness, Florida 34450

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


916 Carnegie Drive, Inverness, FL 34450

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