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07 JAN 10 PM 12:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight JAN 11 2007

**CREATIVE INVESTMENTS  
PROFESSIONAL ASSOCIATES, INC.**

*P.O. Box 510277  
PUNTA GORDA FL 33951-0277*

*Paul G. Marshall, President*

*941 639 1100*

*January 5, 2007*

*Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301*

*Dear Gentlepersons:*

*I am enclosing an original and one copy of the Articles of Incorporation for  
the following corporations:*

*TAX MARSHALLS INC.*

*DiLUV ACUPUNCTURE ENTERPRISES INC.*

*A check in the amount of \$70.00 is also enclosed to cover the costs for  
each corporation to file.*

*Please call me if there are any problems. Send certified copy to the  
Registered Agent, JAMES R. MATTHEW at:*

*22212 Montrose Avenue, Port Charlotte, Florida 33952*

*Thank you very much.*

*Sincerely,*

A handwritten signature in black ink, appearing to read "Paul G. Marshall", with a large, stylized initial "P" and "M".

*Paul G. Marshall*

**ARTICLES OF INCORPORATION  
OF  
DILUV ACUPUNCTURE ENTERPRISES, INC.**

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**ARTICLE I. NAME**

The name of this Corporation shall be: **DILUV ACUPUNCTURE ENTERPRISES, INC.**

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this Corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Department of Corporations. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This Corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America.

**ARTICLE IV. CAPITAL STOCK**

This Corporation shall have the authority to issue ONE HUNDRED (100) shares of Capital Stock at ONE DOLLAR (\$1.00) par value.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this Corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a *pro rata* share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

These shares are held subject to certain transfer restrictions imposed by this Corporation's Articles of Incorporation, a copy of which is on file at this Corporation's principal office.

#### **ARTICLE VII. INITIAL OFFICERS**

The number of Directors of this Corporation's initial Board of Directors shall be ONE (1). The number of officers may be increased or decreased from time to time, as provided in this Corporation's Bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the initial officers are:

President/Secretary/ Treasurer/Director	<b>DENISE RUFFING 20406 EDGEWATER DR PORT CHARLOTTE, FL 33952</b>
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#### **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. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this Corporation's initial principal office shall be:

**20406 EDGEWATER DR., PORT CHARLOTTE, FL. 33952**

and the physical address of this Corporation's initial registered office shall be:

**22212 Montrose Avenue, Port Charlotte, Florida 33952**

The name of the individual who shall serve as this Corporation's initial Registered Agent at that address is:

**JAMES R. MATTHEW**

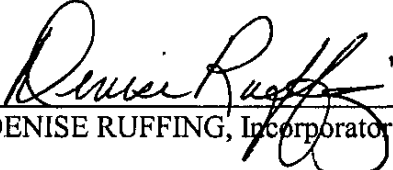
**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this Corporation's Incorporator is:

**DENISE RUFFING  
20406 EDGEWATER DR., PORT CHARLOTTE, FL. 33952**

**ARTICLE XI. AMENDMENT**

This Corporation reserves the right to amend or repeal any provision in this Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
\_\_\_\_\_  
DENISE RUFFING, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

I hereby accept my designation as Registered Agent and agree to serve as the Registered Agent of DiLUV ACUPUNCTURE ENTERPRISES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as Registered Agent for DiLUV ACUPUNCTURE ENTERPRISES, INC.

  
\_\_\_\_\_  
JAMES R. MATTHEW, Registered Agent

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