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January 27, 1995

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

Re: James A. Holden Sales, Inc.

Dear Sir/Madam:

Enclosed herewith please find Articles of Incorporation and Designation of Resident Agent and Acceptance for the above referenced entity together with my trust account check in the amount of \$ 70.00 to cover filing fees.

Thank you for your attention to this matter.

Very truly yours,

DAVID L. KOUT

FILED
1995 JAN 30 AM 8 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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enclosures

ARTICLES OF INCORPORATION
OF
JAMES A. HOLDEN SALES, INC.

FILED
1995 JAN 30 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following articles of incorporation:

ARTICLE I
NAME

The name of the corporation is JAMES A. HOLDEN SALES, INC.

ARTICLE II
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III
PURPOSE

The corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is one-hundred (100), all of which shall be common stock with par value of \$ 1.00.

ARTICLE V
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE VI
REGISTERED OFFICE

The street address of the initial registered office of the corporation is 1733 S.W. 14 St., Ft. Lauderdale, Florida 33314 and the name of the initial registered agent at that address is JAMES A. HOLDEN.

ARTICLE VII
DIRECTORS

7.01. The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors pursuant to Section 607.0732, Florida Statutes.

ARTICLE VIII
INCORPORATORS

The names and addresses of the incorporators are:

Name	Address
JAMES A. HOLDEN	1733 S.W. 14 St., Ft. Lauderdale, Florida 33314

ARTICLE IX
COMMENCEMENT OF EXISTENCE

The corporation shall commence it's existence on the date of the filing of these Articles.

IN WITNESS WHEREOF, I have subscribed my name this
17 day of January, 1995

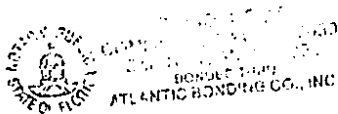

JAMES A. HOLDEN, Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

On this 17 day of January, 1995, before me an officer duly authorized to take oaths and acknowledgements, personally appeared JAMES A. HOLDEN, known to me by personal knowledge to be the person whose name is subscribed to the instrument within, and he acknowledged that he executed the same for the purposes contained therein after (not) taking an oath.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



NOTARY PUBLIC, State of Florida



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the
Service of Process Within this State and Naming Agent upon
Whom Process may be Served.

The following is submitted in compliance with Chapter
48.091, Florida Statutes:

JAMES A. HOLDEN SALES, INC., a corporation organizing under
the laws of the State of Florida with it's principal office
at 1733 S.W. 14 St., in the city of Ft. Lauderdale,
County of Broward, State of Florida, has named JAMES A.
HOLDEN located at 1733 S.W. 14 St., City of Ft. Lauderdale,
County of Broward, State of Florida, as its agent to accept
service of process within this state.

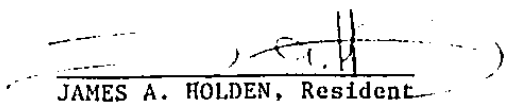
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1995 JAN 30 AM 8:01

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ACCEPTANCE:

I agree as Resident Agent to accept Service of Process:
to keep office open during prescribed hours; to post my name
(and any other officers of said corporation authorized to
accept service of process at the above Florida designated
address) in some conspicuous place in office as required by
Law.


JAMES A. HOLDEN, Resident
Agent