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5959 Central Avenue, Suite 105
St. Petersburg, Florida 33710

MARC A. TENNEY
ATTORNEY AT LAW

Tel. 813-321-5370
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June 19, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-06/23/95--01047--006
****122.50 ****122.50

In re: Incorporation of SOWELU, INC.

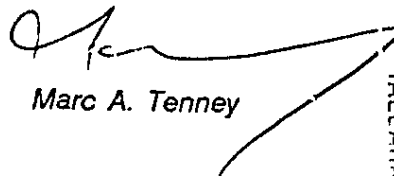
Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation and Certificate of Acceptance of Resident Agent, along with a check in the amount of \$122.50 for the appropriate filing fee in regard the above-styled corporation.

After examination, if the same meets with your approval, please file and return a certified copy of the Articles of Incorporation to the undersigned attorney.

Thank you for your cooperation and assistance in this matter.

Very truly yours,


Marc A. Tenney

MAT/pmk
Enclosures

FILED
95 JUN 23 PM 3:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SPC

PR

ARTICLES OF INCORPORATION
OF
SOWELU, INC.

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME

The name of the Corporation is: **SOWELU, INC.**

ARTICLE TWO: DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE: PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR: CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common shares with a par value of One Dollar (\$1.00).

ARTICLE FIVE: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 5959 Central Avenue, Suite 105, St. Petersburg, Florida 33710 and the name of the initial registered agent at such address is MARC A. TENNEY.

ARTICLE SIX: DIRECTORS

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors.

ARTICLE SEVEN: INCORPORATOR

The name and address of the incorporators are:

NAME

JAMES E. MARTIN

ADDRESS

**6630 - 22nd Way South
St. Petersburg, FL 33712**

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TALLAHASSEE FLORIDA

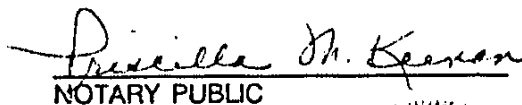
IN WITNESS WHEREOF, I have subscribed my name this 15th day
of June, 1995.


JAMES E. MARTIN, Incorporator

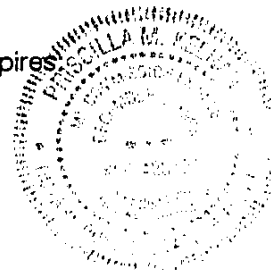
STATE OF FLORIDA)
COUNTY OF PINELLAS)

On this 15 day of June, 1995, before me, a notary public,
the undersigned officer, personally appeared JAMES E. MARTIN, who is personally
known OR who has provided Florida Driver Licenses for identification, has
acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal on the date
mentioned above.


NOTARY PUBLIC

My commission expires



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business of Domicile for the Service of Process
Within this State, Naming Agent Upon Whom Process may be Served and Names and
Addresses of the Officers and Directors.

The following is submitted, in compliance with Florida Statutes regarding
Incorporation:

SOWELU, INC., a Corporation organized (or organizing) under the laws of the
State of Florida, with its principal office at 5959 Central Avenue, Suite 105, St.
Petersburg, FL 33710, and has named **MARC A TENNEY** as its agent to accept
service of process within this State.

OFFICERS:

JAMES E. MARTIN

President/Secretary/Treasurer
6630 - 22ND Way South
St. Petersburg, FL 33712

DIRECTORS:

The business of the Corporation shall be managed by the shareholders of the
Corporation rather than by a Board of Directors.


JAMES E. MARTIN, Incorporator

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TALLAHASSEE FLORIDA
DEPT. OF STATE

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the 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 the office as required by law.


MARC A. TENNEY, Resident Agent