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LAW OFFICE OF
JAMES D. NELSEN
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JACKSONVILLE, FLORIDA 32256-7988

James D. Nelsen
Carolyn Ossi Nofal

(904) 448-0305
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June 23, 1995

Secretary of State
Division of Corporations (New Filings)
P.O. Box 6327
Tallahassee, FL 32314

400001524004
-06/27/95--01040--002
****122.50 ****122.50

Re: Prowler Enterprises, Inc.

Dear Sir:

Please find enclosed new incorporation documents as follows:

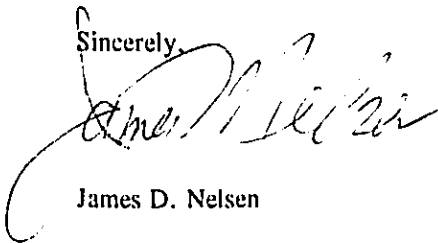
Prowler Enterprises, Inc.

1. Articles of Incorporation (original and one copy)
2. Acceptance of Registered Agent (original and one copy)
3. Check for \$122.50 for filing fees

Will you please file these for record effective immediately. Also please return to me a certified copy of the Articles of Incorporation.

Thank you for your assistance.

Sincerely,



James D. Nelsen

Enclosures

SECRET
JUN 26 AM 7:16
TALLAHASSEE, FLORIDA

6/28/95



ARTICLES OF INCORPORATION
OF
PROWLER ENTERPRISES, INC.

FILED
95 JUN 25 AM 7:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. Name

The name of this corporation shall be:

Prowler Enterprises, Inc.

Article II. Principal Office

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

114 St. George Street
St. Augustine, Florida 32084

Article III. Capital Stock

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

One thousand (1,000) shares

Article IV. Initial Registered Agent And Address

The name and address of the initial registered agent is:


Henri A. Erkelens, III
114 St. George Street
St. Augustine, Florida 32084

Article V, Incorporator

The name and address of the Incorporator to these Articles Of Incorporation is:

Henri A. Erkelens, III
114 St. George Street
St. Augustine, Florida 32084

The undersigned has executed these Articles of Incorporation this June 21, 1995.


Henri A. Erkelens, III., Incorporator

ACCEPTANCE OF APPOINTMENT
BY RESIDENT AGENT OF
PROWLER ENTERPRISES, INC.

65 JUN 25 PM 7:16
SECRET
TALLAHASSEE, FLORIDA

I, Henri A. Erkelens, III,, having been appointed as the initial Registered Agent of Prowler Enterprises, Inc., a Florida corporation, do now hereby accept the appointment as such registered agent and agree to perform all duties as such position requires under the laws of the State of Florida.



Henri A. Erkelens, III, Registered Agent
114 St. George Street
St. Augustine, Florida 32084

June 21, 1995