

JOSEPH T. TELLES, INC.

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95 AUG 25 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

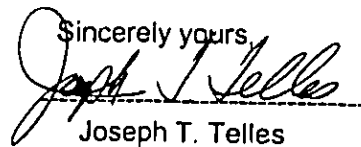
August 21, 1995

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Department of State,

Please find the Articles of Incorporation and the appropriate fee for Miss Athena, Inc. If there are any questions please do not hesitate to call.

Sincerely yours,


Joseph T. Telles

8/25/95
TJ

ARTICLES OF INCORPORATION
OF

MISS ATHENA, INC.

ARTICLE I

The name of the corporation is MISS ATHENA, INC.

The address of the corporation is 507 N. Buckner Ave. Everglades City Fl. 33929

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

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

ARTICLE IV
CAPITAL STOCK

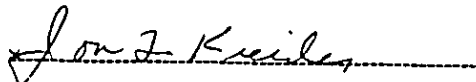
This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE, AGENT AND ACCEPTANCE

The street address of the initial registered office of this corporation is 507 N. Buckner Ave. Everglades City, Fl. 33929, and the name of the initial registered agent of this corporation at that address is Jon L. Kreider. I hereby am familiar with and accept the duties and responsibilities as registered agent for MISS ATHENA, INC.



Jon L. Kreider

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55 AUG 25 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

NAME	ADDRESS
Jon L. Kreider	507 N. Buckner Ave. Everglades City, Fl. 33929
Cindy Kreider	507 N. Buckner Ave Everglades City, Fl. 33929

**ARTICLE VIII
INCORPORATION**

The name and address of the persons signing these Articles are:

NAME	ADDRESS
Jon L. Kreider	507 N. Buckner Ave Everglades City, Fl. 33929
Cindy Kreider	507 N. Buckner Ave. Everglades City, Fl. 33929

**ARTICLE IX
INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any other former officer or director, to the full extent permitted by law.

**ARTICLE X
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this the 21st day of August, 1995.

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Jon L. and Cindy Kreidler known to me and known by me to the person who executed the foregoing Articles of MISS ATHENA, INC. and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of August, 1995.

Joseph J. Lello

Notary Public
State of Florida at Large

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Oct. 7, 1998.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

Proof of Identification:

FLORIDA DRIVERS LICENSE