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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 22, 1996

June R. Mellett
66 Atlantic Way
Naples, FL 33942

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-03/25/96--01090--010
*****72.50 *****72.50

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

EFFECTIVE DATE

4-1-96

Subject: Incorporation for Profit
Section 607.0120

Attached are the Articles of Incorporation for J R
MELLETT, Inc., to be recorded by the State of Florida.
Please return a copy of these articles to June R. Mellett,
66 Atlantic Way, Naples, FL 33942. Attached is Check
1382 for Seventy Two dollars and fifty cents for the
filing and registration fees.

Questions relative to the corporation may be directed to
June R. Mellett, 941-643-2677 or mail to the address
indicated.

Thank you,

June R Mellett
June R Mellett

Incls:
Articles of Incorporation
Check # 1382

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

J R Mellett, Inc.

EXPIRATION DATE

4-1-96

The undersigned for the purpose of forming a corporation for profit under the provisions of Chapter 607.0202, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on Corporations pursuant to the provisions thereof, and do hereby make, subscribe, certify, and acknowledge and file these Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of this corporation is:

J R MELLETT, Inc.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual, and shall be deemed to have commenced its existence on April 1, 1996.

ARTICLE III - PURPOSE

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

ARTICLE IV - 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 no par . The consideration for the issuance of shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor of services actually performed for the corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 66 Atlantic Way, Naples, FL 33942, and the name of the initial registered agent is June R. Mellett, 66 Atlantic Way, Naples, FL 33942.

ARTICLE VI - DIRECTORS

The corporation shall be authorized to conduct business with one (1) or more directors; however, the maximum number of directors at any time shall not exceed ten (10) in number, and the beginning number of directors shall be one (1) in number, which number may be changed at any special or general meeting of the stockholders. The name and address of the first board of directors is:

NAME	ADDRESS
June R Mellett	66 Atlantic Way, Naples, FL 33942

ARTICLE VII - INCORPORATORS

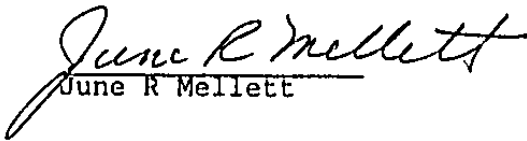
The name and address of the Incorporator is:

June R Mellett	66 Atlantic Way, Naples, FL 33942
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ARTICLE VIII - BYLAWS

The bylaws of the corporation are to be made, altered, or rescinded by a majority vote of the stockholders of the corporation at either an annual or special meeting that may be called pursuant to the bylaws of the corporation. At any such meeting, for the purpose of making, altering, or rescinding by laws, there must be approval of such action by fifty-one (51%) percent of the stock holders of the corporation.

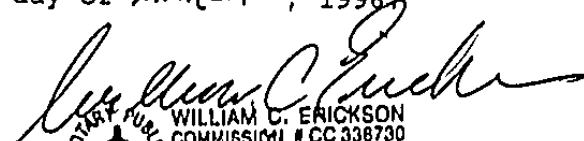
In witness whereof, we have executed the foregoing Article of Incorporation on the 20th day of *MARCH*, 1996.


June R Mellett

STATE OF FLORIDA
COUNTY OF COLLIER

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County aforesaid to take acknowledgements, personally appeared June R Mellett to me known to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation and acknowledged that she executed the same for the purposes therein contained.

WITNESS MY HAND and Official Seal in the County and State last aforesaid the 23rd day of MARCH, 1996


NOTARY PUBLIC
STATE OF FLORIDA
WILLIAM C. ERICKSON
COMMISSION # CC 338730
EXPIRES DEC 28, 1997
Atlantic Bonding Co., Inc
800-732-2245

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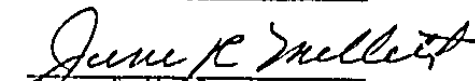
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APPOINTMENT OF INITIAL REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J R Mellett, Inc., a corporation organizing under the laws of the State of Florida, with its principal place of business at 66 Atlantic Way, Naples, FL 33942 has named June R Mellett, 66 Atlantic Way, Naples, FL 33942 it's initial registered agent to accept service of process within the State of Florida.

Dated 3-22-96


June R Mellett

ACCEPTANCE

I agree, as Initial Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as is required by law.


June R Mellett
Registered Agent