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TRANSMITTAL LETTER

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

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SUBJECT: M. LOONEY ENTERPRISES, INC.
(proposed corporate name)

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96 APR 11 AM 8:14
TALLAHASSEE, FLORIDA

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.-

FROM: Rosie's acct. Service, Inc.
Name
PO Box 3128
Address
Belleview Fl. 34421
City, State, & Zip
(352) 245-5203
Telephone Number

Note: Additional copy of articles is needed only when certified copy is requested.

ARTICLES OF INCORPORATION

We, the undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, do hereby form a corporation for
under the laws of the State of Florida.

Article I: The name of the corporation is M. LOONEY ENTERPRISES, INC.

Article II: The purpose or purposes for which this corporation is organized is to engage in any activity or business permitted under the laws of the State of Florida and the United States.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or their character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, while the ownership of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose and without limit as to the amount, with any firm, person, association or corporation, and to transact any further and other business necessarily connected with the purpose of this corporation, to facilitate the same.

To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, and without restrictions as to the place or amount; and to have, use, exercise and enjoy all the general powers of like corporations.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise alone, or in the company of others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying out any of the business or acts above named.

The intention is that none of the objects and powers are hereinabove set forth, except where otherwise specified in this Article, shall be in any way restricted or limited by reference to or inference from the terms of any objects, powers or clauses of this Article or any other Article; but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

Article III: The maximum number of share of stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, each share having a par value of ONE (1) Dollars.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

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STATE OF FLORIDA
TALLAHASSEE

Article IV: The minimum amount of capital with which the corporation shall begin business is ONE HUNDRED (100) Dollars.

Article V: The corporation shall have perpetual existence.

Article VI: The initial street address of the principal office of the corporation is 2930 NE 98th Lane, Anthony, Marion County, Florida 32617.

The Board of Directors may, from time to time, designate such other post office of this corporation as it may see fit.

Article VII: The number of Directors of this corporation shall be as provided in the Bylaws, but shall not be less than two in number nor more than five (5), and two (2) in number shall be it until otherwise fixed or changed by the Bylaws.

Article VIII: The names and addresses of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the Bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are:

Director: Steve M. Looney, 2930 NE 98th Lane, Anthony, Fl. 32617

President: Steve M. Looney, 2930 NE 98th Lane, Anthony, Fl. 32617

Vice-President: Steve M. Looney, 2930 NE 98th Lane, Anthony, Fl. 32617

Secretary: Steve M. Looney, 2930 NE 98th Lane, Anthony, Fl. 32617

Treasurer: Steve M. Looney, 2930 NE 98th Lane, Anthony, Fl. 32617

Article IX: Each shareholder of this corporation shall have a pre-emptive right to purchase additional shares of the corporation at any such time as the same are offered for sale by the corporation.

Article X: The stockholders shall be authorized to adopt Bylaws, including therein a provision for replacement of lost or destroyed stock certificates and for a lien upon the stock for stockholders. Indebtedness to the corporation, such Bylaws are not to be inconsistent with the laws of Florida, and including provisions that the Bylaws can be amended by the stockholders of this corporation, a provision that, a stockholders' agreement or Bylaws, the corporation may restrict the transfer of encumbrance of any and all the stock.

Article XI: The following information shall not for any purpose be treated as a permanent part of the Article of Organization of the corporation.

a. The date initially adopted on which the corporation's fiscal year ends is: December 31st

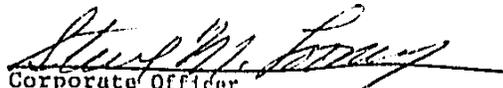
b. The date initially fixed in the Bylaws for the annual meeting of stockholders of the corporation is: March 1st

Article XII: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by (at least a majority) of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation is to be made.

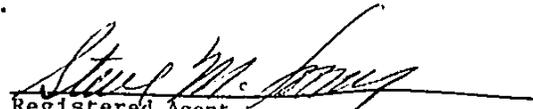
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, FLORIDA STATUTES, the following is
submitted:

FIRST- That, M. LOONEY ENTERPRISES, INC. desiring
to organize or qualify under the laws of the State of Florida, with its principal
place of business at the City of Anthony, State of Florida, has
named Steve M. Looney located at 2930 NE 98th Lane,
Anthony, 32617 as its agent to accept service of process.
within Florida.


Corporate Officer
Title: President

Having been named to accept service of process for the above stated corporation,
at the place designated in this certificate, I hereby agree to act in this capacity,
and I further agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.


Registered Agent
Dated: 3-7-96

IN WITNESS WHEREOF, we, the undersigned I, being the original subscribers to the capital stock hereinbefore named, h/za hereunto set our hands and seals the 7th day of MARCH, A.D. 1996, for the purpose of forming this corporation to do business both within and without the State of Florida and, in pursuance of the corporation law of the State of Florida, do make and file in the office of the Secretary of State, these Articles of Incorporation, and certify that the facts herein stated are true and correct.

Signed in the presence of:

[Signature]
Rosemarie J. Jacques
Michelle I. Wilson
Michelle I. Wilson
[Signature]
Rosemarie J. Jacques
Michelle I. Wilson
Michelle I. Wilson

Steve M. Looney
Steve M. Looney

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NOTARY PUBLIC STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared Steve M. Looney who being first duly sworn by me, depose and say that they are the persons described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 7th day of MARCH, A.D., 1996.

Personally Known By Me

[Signature]
NOTARY PUBLIC STATE OF FLORIDA
Rosemarie Jacques

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL
ROSEMARIE JACQUES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC365025
MY COMMISSION EXP. APR. 17, 1998