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CLEARWATER, FLORIDA 34629

August 22, 1996

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-08/23/96--01005--014
****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

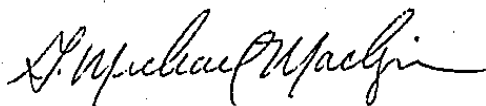
Re: LUBESKY, INC.

Gentlemen:

Please find enclosed the original and a copy of the Articles of Incorporation for the above corporation, along with a check in the amount of \$122.50 as the fee for filing. When this corporations have been duly filed, please forward your filing acknowledgment and a certified copy of the Articles to my office.

Thank you for your courteous attention to this matter.

Yours very truly,



G. MICHAEL MACKENZIE
GMM:gib
Enclosures



FILED
55 AUG 27 PM 1:33
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LUBESKY, INC.

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

ARTICLE I

Name of Corporation

The name of the corporation shall be LUBESKY, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is real estate investment and any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, merchandise, real and personal property, and services, of every class, kind and description except that is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, cemetery company, and building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and 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 other character of business.

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

ARTICLE III

Capital Stock

The maximum number of shares the corporation is authorized to have outstanding at any one time is: One Hundred (100) shares, common stock, no par value.

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

Principal Place of Business

The initial street address in this state of the principal office of this corporation is: 5908 5th Avenue North, St. Petersburg, Florida 33710. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII

Directors

This corporation shall have four 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 three. The names and addresses of the initial directors of this corporation are:

NAME**ADDRESS**

Torry L. Wolfe

5908 5th Ave. N.
St. Petersburg, FL 33710

Dennis C. Bess

651 Sedgewick Way
Palm Harbor, FL 34683

Linda J. Lubesky

651 Sedgewick Way
Palm Harbor, FL 34683

Stanley C. Lubesky

651 Sedgewick Way
Palm Harbor, FL 34683**ARTICLE VIII****Initial Officers**

The names and street address of the officers of the corporation, who, subject to this Charter, By-laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held by the stockholders for the election of permanent officers, or until their successors have been duly elected and qualified, are:

NAME**OFFICE****ADDRESS**

Terry L. Wolfe

President

5908 5th Ave. N.
St. Petersburg, FL 33710

Dennis C. Bess

Vice President

651 Sedgewick Way
Palm Harbor, FL 34683

Linda J. Lubesky

Sec./Treas.

651 Sedgewick Way
Palm Harbor, FL 34683

ARTICLE IX

Subscribers

The names and the street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefor are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Terry L. Wolfe	5908 5th Ave. N. St. Petersburg, FL 33710	25	\$125.00
Dennis C. Bess	651 Sedgewick Way Palm Harbor, FL 34683	25	\$125.00
Linda J. Lubesky	651 Sedgewick Way Palm Harbor, FL 34683	25	\$125.00
Stanley C. Lubesky	651 Sedgewick Way Palm Harbor, FL 34683	25	\$125.00

ARTICLE X

Designation of Registered Agent

The initial designation of the registered office of this corporation shall be 5908 5th Avenue North, St. Petersburg, FL 33710, and the registered agent shall be TERRY L. WOLFE to accept service of process within this State until changed according to law.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, we, the Incorporators above named, have hereunto set our hands and seals this 22 day of August, 1996.

Terry L. Wolfe

Dennis C. Bass

Linda J. Lubeskey

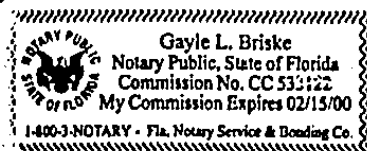
Stanley C. Lubeskey

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared TERRY L. WOLFE, who produced a Florida Drivers License as identification, DENNIS C. BESS, who produced a Florida Drivers License as identification, LINDA J. LUBESKEY who produced a Florida Drivers License as identification, and STANLEY C. LUBESKEY who produced a Florida Drivers License as identification, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

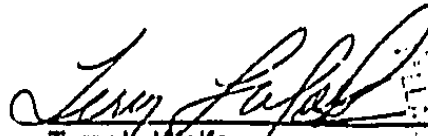
WITNESS my hand and official seal in the county and state named above, this 22 day of August, 1996.

Gayle L. Briske
NOTARY PUBLIC



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for the Florida Corporation, LUBESKY, INC.


Terry L. Wolfe

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared TERRY L. WOLFE, who produced a Florida Drivers License as Identification, known to me to be the person who executed the foregoing Acceptance of Designation as Registered Agent, and acknowledged before me that he executed the same.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 22 day of August, 1996.


NOTARY PUBLIC
My Commission Expires:

