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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: DAVID UTLEY ENTERPRISES IINC.

AUDIT NUMBER.....H96000015540

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES..... 3

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

OF

David Utley Enterprises Inc.

H96000015540

ARTICLE I

NAME

The name of this corporation is David Utley Enterprises Inc.

ARTICLE II

PURPOSE

The corporation is organized for the purpose of engaging in nd any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

NUMBER OF SHARES  
AUTHORIZED

PAR VALUE  
PER SHARE

CLASS OF  
STOCK

1,000

\$1.00

Common

Prepared by CHARLES JAMES KNOWLES CPA, PA  
CERTIFIED PUBLIC ACCOUNTANT  
7550 RED ROAD SUITE 112  
SOUTH MIAMI, FL 33143

PHONE (305) 665-5282

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ARTICLE IV

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INITIAL REGISTERED OFFICE AND AGENT, AND PRINCIPAL ADDRESS

The initial principal street address of this corporation and the name and address of the initial registered agent of this corporation are as follows:

REGISTERED AGENT  
REGISTERED OFFICE

David Utley  
25 Sillmore Lane  
Palm Coast, FL 32137

PRINCIPAL STREET  
ADDRESS

25 Sillmore Lane  
Palm Coast, FL 32137

ARTICLE V

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the directors of this corporation is as follows:

NAME

David Utley

ADDRESS

25 Sillmore Lane  
Palm Coast, FL 32137

ARTICLE VI

INCORPORATOR

The name and address of the person signing these articles is:

NAME

David Utley

ADDRESS

25 Sillmore Lane  
Palm Coast, FL 32137

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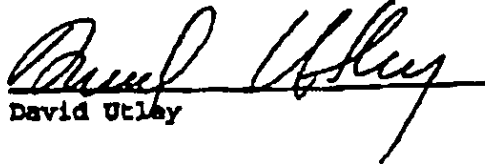
ARTICLE VII

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INDEMNIFICATION

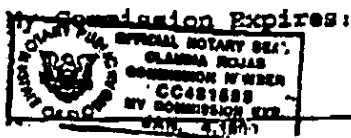
The corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4 day of November, 1996

  
David Utley

STATE OF FLORIDA  
COUNTY OF FLAGLER

The foregoing Articles of Incorporation were acknowledged before me this 4 day of November, by David Utley.



  
NOTARY PUBLIC, State of Florida  
At Large

Prepared by CHARLES JAMES KNOWLES CVA (FL)

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CERTIFICATE OF DESIGNATING REGISTERED AGENT

H96000015540

Pursuant to Chapter 607, Florida Statutes, the Following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Certificate of Incorporation, at the City of Palm Coast, County of Flagler, State of Florida, has named David Utley, located at 25 Sillmore Lane, Palm Coast, FL 32137 County of Flagler, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, by and through David Utley, as an authorized officer thereof, hereby agrees to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of the duties.

Dated this 4 day of November, 1996.

REGISTERED AGENT:

By

David Utley  
David Utley  
Authorized Officer

Prepared by CHARLES JAMES KNOWLES CPA (FL)

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