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ACCOUNT NO. : 072100000032

96 DEC -4 PM 3:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 175265 133628A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 4, 1996

ORDER TIME : 11:55 AM

ORDER NO. : 175265-005

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-12/04/96--01087--025
***122.50 ***122.50

CUSTOMER NO: 133628A

CUSTOMER: Douglas J. Burns, Esq
GOVAN, BURNS & JONES
6500 Central Avenue
St. Petersburg, FL 33707

RECEIVED
95 DEC -4 PM 1:06

DOMESTIC FILING

NAME: DESOTO GROUP, INC.

EFFECTIVE DATE:

XXXXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
DESOTO GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, she being a natural person, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF BUSINESS: The name of the proposed corporation shall be DESOTO GROUP, INC.

ARTICLE II

NATURE OF BUSINESS: The general nature and purpose of business to be transacted, promoted and carried on by the corporation is to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or exercised by corporations organized for profit.

ARTICLE III

INITIAL CAPITAL: The amount of capital with which this corporation shall begin business is Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, said stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have a perpetual term of existence, commencing upon receipt of these Articles by the Secretary of State.

ARTICLE VI

ADDRESS OF BUSINESS: The initial address of the principal office of the proposed corporation in the State of Florida shall be:

485 Quail Forest Blvd., Apt. 406
Naples, Florida 33942

ARTICLE VII

DIRECTORS: The number of Directors of this corporation shall be no more than five (5) and no less than one (1) Director. The names and addresses of the Directors who shall hold office for the first year of existence of the corporation or until a successor or successors are elected or appointed and who have qualified are:

RUBY R. QURASHI
485 Quail Forest Blvd., Apt. 406
Naples, Florida 33942

ARTICLE VIII

SUBSCRIBER: The name and address of the Subscriber of this corporation is:

RUBY R. QURASHI
485 Quail Forest Blvd., Apt. 406
Naples, Florida 33942

ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE: DESOTO GROUP, INC. names and designates DOUGLAS J. BURNS, the Registered Agent and also establishes 6500 Central Avenue, St. Petersburg, Florida

33707, as its Registered Office within the State of Florida,
pursuant to Section 607.164 Florida Statutes.

IN WITNESS WHEREOF, the undersigned subscriber to this
instrument, Articles of Incorporation of DESOTO GROUP, INC., does
place her hand and seal this 30th day of November, 1996, at
St. Petersburg, Florida.

In the presence of:

Larry Boswell
WITNESS LARRY BOSWELL

Linda Nyitray
WITNESS LINDA NYITRAY

STATE OF FLORIDA

COUNTY OF PINELLAS

Ruby R. Qurashi
RUBY R. QURASHI

Before me personally appeared RUBY R. QURASHI, personally
known to me or has produced U.S. PASSPORT as
identification and who [did] [~~did not~~] take an oath, and known to
be the person described in and who executed the foregoing
instrument as Subscriber to the foregoing Articles of Incorporation
who, after being first duly sworn, acknowledges that she executed
same for the purposes set forth and that all information is true
and correct to her best knowledge and belief.

WITNESS my hand and seal on this 30th day of Nov.,
1996, at St. Petersburg, Florida.

Linda I. Weidman
NOTARY PUBLIC - STATE OF FLORIDA

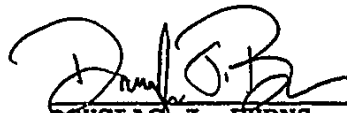
Printed Name: Linda I. Weidman

My Commission expires:



ACCEPTANCE BY REGISTERED AGENT

I, DOUGLAS J. BURNS, 6500 Central Avenue, St. Petersburg, Florida 33707, do hereby accept appointment as Registered Agent of DESOTO GROUP, INC., together with the duties and responsibilities attaching to such appointment.


DOUGLAS J. BURNS

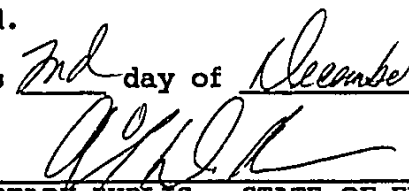
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96 DEC -4 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me personally appeared DOUGLAS J. BURNS, to me well known or has produced N/A as identification and who [did] [did not] take an oath, and known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and seal this 2nd day of December, 1996.


NOTARY PUBLIC - STATE OF FLORIDA

Printed Name: Gail D. Kocemba

My Commission expires:



GAIL D KOCEMBA
My Commission CC331218
Expires Nov. 18, 1997
Bonded by HAI
800-422-1535