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TRANSMITTAL LETTER RECEIVED

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97 FEB -6 PM 3: 34

DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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

THE CARRUTHERS GROUP INC.
(Proposed corporate name - must include suffix) SUBJECT:

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee

Filing Fee

& Certificate

□\$122.50

Filing-Fee

& Certified Copy

\$131.25

Filing Fee, Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

Tallahass & FlA. 32312

904-545-6468

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

THE CARRUTHERS GROUP INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1477 MARKET ST TALLAHASSEE, FlA. 32312 97 FEB -6 PH 3: 34
SECRETARY OF STATEA
TALLAHASSEE, FLORIDA

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS
The name and address of the initial registered agent is:

MICHAEL D. CARRUTHERS

BOOKSER DESCRIPTION

TORRESCRIPTION

1477 MARKET ST

TALLAHASSEE, FIA. 32312

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Pres. MICHAEL D. CARRUTHERS 1477 MARKET ST. TALLAHASSEE, FLA. 32312

The undersigned inco	orporator(s) has(have) e	xecuted these A	articles of Incorporation	n this
	February			
(An additional article	must be added if an eff	ective date is re	quested.)	
_	Michael	Signature	aruther	2
		Signature		_

Notarization is not required

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.	The name of the corporation is:	THE	CAPRUTHER	s <u>Group</u> INC
2.	The name and address of the registe	ered agent and o	office is:	
	mich	ICELD.	CARRUTHERS	
		MAP K	NOT ACCEPTABLE)	FEB -6 P
	Talla	Nassee,	Fla. 32312	PIN 3: 34 YOF STATEA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Muchael D. Carrethen 2/6/97
(SIGNATURE) (DATE)