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LAW OFFICES OF

DAVID W. WILCOX

308 THIRTEENTH STREET WEST
BRADENTON, FLORIDA 34205

TELEPHONE: (941) 746-2136

February 12, 1997

MAILING ADDRESS:
P. O. Box 711
BRADENTON, FLORIDA 34206
TELECOPIER: (941) 747-2108

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 13 PM 1:00

via UPS Overnight Courier

Benjamin K. Phipps, Esquire
215 South Monroe Street
Suite 802
Tallahassee, Florida 32301

000002087150--5
-02/13/97--01092--004
*****70.00 *****70.00

RE: Corporate Filing/Rawe

Dear Ben:

Enclosed herewith are the Articles of Incorporation we called you about which need to be filed right away. Also enclosed is my check for the filing fee and a check to your firm for the \$15 courier fee.

After the articles are filed, please have someone fax me a copy of the stamped articles showing the date of filing. An envelope is enclosed for the return of the copy as well.

Thank you for your help in this matter.

Very truly yours,

David W. Wilcox

will wait

DWW: bbw
Enclosure

RECEIVED
96 FEB 13 PM 12:39
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
STATE SECRETARY

D. BROWN FEB 13 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 13 PM 1:00

**ARTICLES OF INCORPORATION
OF
1 UNDER ENTERPRISES, INC.**

ARTICLE 1 - NAME/ADDRESS

The name of this corporation is **1 UNDER ENTERPRISES, INC.** and its mailing and principal office address is 5115 Beacon Road, Palmetto, Florida 34221.

ARTICLE 2 - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 3 - POWERS

This corporation shall have all of the powers enumerated in the Florida Business Corporations Act.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 7500 voting common stock with a par value of \$.01 per share.

ARTICLE 5 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 308 13th Street West, Bradenton, Florida 34205 and the name of the initial registered agent of this corporation at that address is **DAVID W. WILCOX, Esquire.**

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

This corporation shall have one 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 initial Board of Directors is:

DAVID W. WILCOX
308 13th Street West
Bradenton, Florida 34205

ARTICLE 7 - INCORPORATOR

The name and address of the incorporator is:

DAVID W. WILCOX, Esq. **308 13th St. West** **Bradenton, FL 34205**

ARTICLE 8 - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation on the 12th day of February, 1997.



DAVID W. WILCOX

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, a Notary Public, appeared **DAVID W. WILCOX**, to me known to be the person described as the incorporator, who executed the foregoing Articles of Incorporation and said person did acknowledge subscribing to same.

WITNESS my hand and official seal this 12th day of February, 1997.



NOTARY PUBLIC



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 13 PM 1:00

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

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

DATED: February 12, 1997


REGISTERED AGENT

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