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FLORIDA DIVISION OF CORPORATIONS

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FAX #:

NAME: SPRINGWALL, INC.

AUDIT NUMBER.....H97000004868

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

CERT. OF STATUS..0

PAGES..... 2

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ARTICLES OF INCORPORATION
OF SPRINGWALL, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The name of the corporation shall be Springwall, Inc.
2. The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.
3. The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is Five Thousand (5,000) shares. All such shares shall be of a single class, designated as common.
4. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.
5. The corporation elects to have preemptive rights.
6. The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.
7. The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§607.0901 through 607.0903) shall not be applicable to this corporation.
8. The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.
9. The number of directors of the corporation shall be fixed by the bylaws of the corporation. A majority of the shareholders may elect that the corporation operate without a board of directors in which case the affairs of the corporation shall be managed by the shareholders and the officers elected by them.

Prepared by Philip W. Dann, Esq., 540 Fourth
Street North, St. Petersburg FL 33701

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10. The initial registered agent of the corporation is Philip W. Dann. The street address of the corporation's initial registered office is 540 Fourth Street North, St. Petersburg FL.
11. The principal place of business and mailing address of this corporation shall be 540 Fourth Street North, St. Petersburg FL 33701.
12. The name and address of the incorporator to these Article of Incorporation is Philip W. Dann, 540 Fourth Street North, St. Petersburg FL 33701.
13. The corporation shall exist upon the execution of these articles, provided they are filed with the secretary of state within five days of execution.

The undersigned incorporator has executed these Articles of Incorporation this 24th day of March 24, 1997.

Philip W. Dann
Philip W. Dann, Incorporator

Acceptance of Designation as Registered Agent

Philip W. Dann hereby accepts his designation as registered agent.

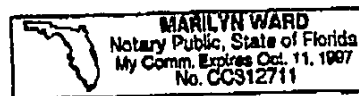
Philip W. Dann
Philip W. Dann, registered agent

Pinellas County, Florida

Subscribed and acknowledged before me this 24th day of March, 1997, by Philip W. Dann, who is personally known to me.

Marilyn Ward
Notary Public, Florida

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