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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 PM 3:06

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

SUBJECT: MARION INDUSTRIES, INC.
(proposed corporate name)

Enclosed is an original and (1) copy of the articles of corporation and our check for:\$78.75.

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-04/21/97--01106--020
*****78.75 *****78.75

FROM: MARION INDUSTRIES, INC.
Name(printed or type)
1130 DOVER COURT
Address
SAFETY HARBOR, FL 34695
City, State, & Zip
813-804-1509
Telephone Number

Note:Please provide the original and copy of the Articles.

D. BROWN APR 23 1997

ARTICLES OF INCORPORATION
OF

MARION INDUSTRIES, INC.

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:

MARION INDUSTRIES, INC.

ARTICLE II PRINCIPAL OFFICE

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

1130 DOVER COURT, SAFETY HARBOR, FL 34695

ARTICLE III SHARES

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

1000 OUTSTANDING SHARES PAR VALUE OF \$1.00

ARTICLE IV INITIAL REGISTERED
AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

DENNIS HIGGINS
1130 DOVER COURT, SAFETY HARBOR, FL 34695

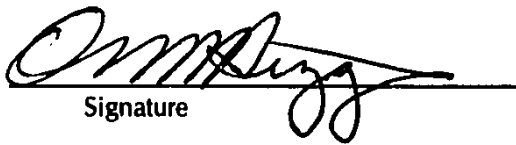
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ARTICLE V INCORPORATOR(S)

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

DENNIS HIGGINS - PRÉSIDENT (1000 SHARES)
1130 DOVER COURT, SAFETY HARBOR, FL 34695

The undersigned incorporator(s) has(have executed these Articles of Incorporation this
19 day of APRIL, 1997.


Signature

Articles of Incorporation
Filing Fee - \$35.00

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of sections 607.0501 or 617.0501, 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: MARION INDUSTRIES, INC.

2. The name and address of the registered agent and office is:

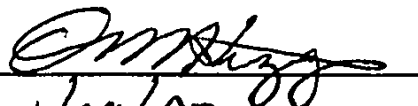
DENNIS HIGGINS
(NAME)

1130 DOVER COURT
(P.O. BOX NOT ACCEPTABLE)

SAFETY HARBOR, FL 34695
(CITY/STATE/ZIP)

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. 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.

SIGNATURE



DATE

4/29/97