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April 25, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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****140.00 ****170.00

RE: Pintail, Inc., and Canvasback, Inc.

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for the above referenced corporations which need to be filed with your office, as well as our check in the amount of One Hundred Forty (\$140.00) Dollars, seventy (\$70.00) dollars per corporation, for costs incurred in same. After the Articles of Incorporation have been filed, please return the copies with the confirmation letter of filing the above referenced Corporation in the self-addressed stamped envelope enclosed for your convenience.

Do not hesitate to contact our office if you have any questions or require further information.

Sincerely yours,

Thomas O. Michaels, Esq.

TOM/rap
Enclosure

FILED
97 APR 28 PH 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 29 1997

ARTICLE OF INCORPORATION
OF
PINTAIL, INC.

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

ARTICLE I
NAME

The name of the corporation is: Pintail, Inc.

ARTICLE II
DURATION

The term of the existence of the corporation is perpetual, and shall commence on the date of filing of these Articles.

ARTICLE III
PURPOSE

The purpose of which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 500 all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE V
SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code, and the initial board of directors are hereby authorized, directed and empowered to so qualify the stock under the appropriate sections of the Internal Revenue Code.

ARTICLE VI
PRINCIPAL OFFICE AND
REGISTERED OFFICE

The principal office, if known, or the mailing address of the

Prepared By:
Thomas O. Michaels, Esq.
1370 Pinehurst Road
Dunedin, Florida 34698
(813) 733-8030
FL Bar No. 270830

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TALLAHASSEE, FLORIDA

corporation is 101 North Garden Avenue, Suite 120, Clearwater, Florida 34615.

The street address of the initial registered office of the corporation is 1370 Pinehurst Road, Dunedin, Florida 34698 and the name of the initial registered agent at that address is Thomas O. Michaels, Esquire.

ARTICLE VII
DIRECTORS/OFFICERS

The initial board of directors of the corporation shall consist of 1 member.

The name and address of the first board of directors are:

R. Greg Brown, 1601 Rosery Road, Largo, Florida 33771.

The name and address of the initial officers of this Corporation are:

R. Greg Brown, 1601 Rosery Road, Largo, Florida 33771, President, Secretary, and Treasurer.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify its directors and officers to the fullest extent permitted by law.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is: R. Greg Brown.

ARTICLE X
AMENDMENT

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

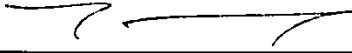
Dated this 11 day of April, 1997.

R. Greg Brown
R. GREG BROWN, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above

named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

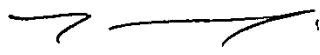


THOMAS O. MICHAELS,
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24 day of April, 1997, by R. GREG BROWN, who has produced a Florida Driver's License as identification and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC:

Sign 
Print Thomas O. Michaels
Notary Public
State of Florida
My Commission Expires:
(Seal, if applicable)



THOMAS O. MICHAELS
COMMISSION # CC623795
EXPIRES FEB 23, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC

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TALLAHASSEE, FLORIDA