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NEW FILINGS	AMENDMENT	CS Transaction	5:00'0021507:334 -34/30/7-0105-014
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NonProfit	Resignation of R.A.	, Officer/ Director	
Limited Liability	Change of Registere	ed Agent	
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OTHER FILINGS	REGISTRA	Walter St.	
Annual Report	QUALIFICA		
Fictitious Name	Foreign		
Name Reservation	Limited Partnership		
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Examiner's Initials

ARTICLES OF INCORPORATION

OF

FLIP SCHULKE ARCHIVES, INC.

The undersigned, acting as sole Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME AND CORPORATION'S PRINCIPAL OFFICE AND MAIN ADDRESS

The name of this corporation is:

FLIP SCHULKE ARCHIVES, INC.

The mailing address of the corporation is:

931 Village Boulevard, Suite 905-197 West Palm Beach, Florida 33409

ARTICLE II. COMMENCEMENT AND DURATION

The corporation shall commence existence on January 1, 1996, or on the date these articles are filed with the Secretary of State if such date is later than January 1, 1996. The period of its duration is perpetual.

ARTICLE III. PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue Five Thousand (5,000) shares, all of one class, at \$1.00 par value, with Two Hundred (200) shares to be issued to initial director Donna Schulke

and One Hundred (100) shares to be issued to initial director Flip (Phelps) Schulke.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent

and office of this corporation is as follows:

Donna Schulke 931 Village Boulevard, Suite 905-197 West Palm Beach, Florida 33409

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Donna Schulke 931 Village Boulevard, Suite 905-197 West Palm Beach, Florida 33409

Flip (Phelps) Schulke 931 Village Boulevard, Suite 905-197 West Palm Beach, Florida 33409

ARTICLE VII. INCORPORATORS

The name and address of the Incorporator signing these Articles of Incorporation is:

Donna Schulke 931 Village Boulevard, Suite 905-197 West Palm Beach, Florida 33409

ARTICLE VIII. AMENDMENT OF ARTICLES

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

ARTICLE IX. CONFLICT OF INTEREST

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

IN WITNESS WHEREOF, the undersigned sole Incorporator has executed these Articles of Incorporation this $\underline{10}$ day of DEKENDEXXXXXXXXX April, 1997

Donna Schulke

STATE OF FLORIDA)

ss:

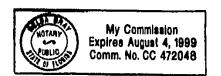
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Donna Schulke, to me known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed such instrument in her capacity as Incorporator.

NOTARY PUBLIC

State of Florida at Large

My Commission Expires:



ACKNOWLEDGEMENT OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

REGISTERED AGENT

Donna Schulke

STATE OF FLORIDA

ss:

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Donna Schulke, to me known to be the person who executed the foregoing Acknowledgement of Registered Agent, and she acknowledged to and before me that she executed such instrument in her capacity as Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and seal

day of MAKAMMANXXXXXXX April, 1997.

My Commission
Expires August 4, 1999
Comm. No. CC 472048

NOTARY PUBLIC

State of Floridă at Large

My Commission Expires:

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