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Requestor's Name
 MARK PAUL BERRY
 Address
 2100 CONSTITUTION BLVD
 SARASOTA, FL
 City/State/Zip Phone #

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 -05/07/97--01050--014
 122.50 *122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- HOLMBERG INTERNATIONAL INCORPORATED
 (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #) 5-3-97
- (Corporation Name) (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

TALLAHASSEE, FLORIDA
 97 MAY - 7 PM 2: 26
 FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials
 [Signature] 5/9/97

FILED

ARTICLES OF INCORPORATION

97 MAY -7 PH 2: 26

of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Holmberg International Incorporated

Article I - Name

The name of this corporation is:

Holmberg International Incorporated

EFFECTIVE DATE

5-3-97

Article II - Mailing Address

The mailing address of this corporation shall be:

1121 Lewis Avenue
Sarasota, Florida 34237

Article III - Capital Stock

This corporation is authorized to issue two million (2,000,000) shares of capital stock as follows:

(a) one million (1,000,000) shares of Common Stock, each having a par value of \$1.00 and one vote,

(b) one million (1,000,000) shares of non-voting Preferred Stock, each having a par value of \$1.00.

The Board of Directors shall have the authority to determine all rights, privileges, limitations, and other specific terms and options of each class of stock prior to the issuance of such securities.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this

corporation is 2100 Constitution Boulevard, Sarasota, Florida 34231 and the name of the initial registered agent of this corporation at that address is Mark Paul Beatty, C.P.A.

Article V - Incorporator

The name and address of the person signing these Articles is:

Mark Paul Beatty
2100 Constitution Boulevard
Sarasota, Florida 34231

Article VI - Bylaws

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in either the Board of Directors or shareholders; provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that such Bylaw is not subject to alteration, amendment or repeal by the Board of Directors.

Article VII - Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article VIII - Effective Date of Incorporation

This corporation shall exist as of the date of execution and acknowledgement, this 3rd day of May, 1997.

Witness my hand and seal at Sarasota, Florida this 3rd day of
May, 1997.

Mark Paul Beatty, C.P.A.
Mark Paul Beatty

The undersigned, having been designated in the foregoing
Articles of Incorporation as Registered Agent, hereby agrees to
accept said designation.

Mark Paul Beatty, C.P.A.
Mark Paul Beatty

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97 MAY -7 PM 2: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA