

**Steven M. Fishman, P.A.**

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P97000043825

May 9, 1997

Division of Corporations

Post Office Box 6327

Tallahassee, FL 32314

~~980002177989--8~~  
~~-05/14/97--01039--006~~  
~~\*\*\*\*122.50 \*\*\*\*122.50~~

RE: BURLESON, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-captioned proposed Florida corporation. Also enclosed is our check payable to your order in the amount of \$122.50 to cover the cost of the following:

Filing fee	\$ 35.00
Certified copy of Articles	\$ 52.50
Registered Agent fee	<u>\$ 35.00</u>
	\$122.50

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-05/14/97--01039--006  
\*\*\*\*122.50 \*\*\*\*122.50

Please file the Articles of Incorporation and forward a certified copy to us.

Very truly yours,



Steven M. Fishman

SFM/srj  
Enclosures

MAY 19

BSB

FILED  
97 MAY 14 AM 8:50  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BURLESON, INC.**

**FILED**

97 MAY 14 AM 8:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I  
Name of Corporation**

The name of this corporation shall be:

**BURLESON, INC.**

**ARTICLE II  
Nature of Business**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and this State.

**ARTICLE III  
Capital Stock**

The maximum number of shares the corporation is authorized to have outstanding at any one time is: 1000 shares of One (\$1.00) Dollar par value all of which shall have the same rights and privileges.

**ARTICLE IV  
Initial Capital**

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

**ARTICLE V  
Term of Existence**

This corporation is to exist perpetually.

**ARTICLE VI**  
**Principal Place of Business**

The initial street address in this state of the principal office of this corporation is:

**17801 Gulf Blvd.**  
**Redington Shores, FL 33708.**

The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

**ARTICLE VII**  
**Directors**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

**Randy Burleson**  
**17801 Gulf Blvd.**  
**Redington Shores, FL 33708.**

**ARTICLE VIII**  
**Incorporator**

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

**Randy Burleson**  
**17801 Gulf Blvd.**  
**Redington Shores, FL 33708.**

**ARTICLE IX**  
**Designation of Registered Agent**

The initial designation of the Registered Office of this corporation shall be 2725 Park Drive, Suite #3, Clearwater, Florida 34623 and the Registered Agent shall be STEVEN M. FISHMAN to accept service of process within this State until changed according to law.

**ARTICLE X**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

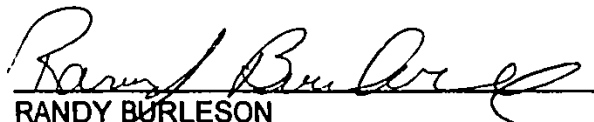
**ARTICLE XI**  
**Commencement of Corporate Existence**

The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

**ARTICLE XII**  
**Pre-Emptive Rights**

The shareholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the shareholders.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation on this 12 day of April, 1997.

  
RANDY BURLESON

FILED

ACCEPTANCE BY REGISTERED AGENT

97 MAY 14 AM 8:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STEVEN M. FISHMAN does hereby accept the designation of Registered Agent and states that he is familiar with, and accepts, the obligations provided for in 607.325, Florida Statutes.

DATED this 12 day of April, 1997.

A handwritten signature in black ink, appearing to read 'SMFZ', written over a horizontal line.

STEVEN M. FISHMAN, ESQ.