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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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PERCH AND HILL, P.A.

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Barry J. Perch

Darrell R. Hill

June 6, 1997

Department of State Division of Corporations
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

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-06/09/97--01040--010

****122.50 ****122.50

RE: CUNNINGHAM ENTERPRISES, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above named proposed Florida Corporation. Also enclosed is my firm check in the amount of \$122.50, representing payment as follows:

Filing fee
Certified Copy Fee
Registered Agent Fee

Kindly file the enclosed Articles of Incorporation and thereafter return a certified copy of same to the undersigned.

Your cooperation in this matter is appreciated.

Sincerely,

PERCH AND HARRISON, P.A.


Shirlee Bateman, Paralegal

RP
6-10-97

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ARTICLES OF INCORPORATION
OF
CUNNINGHAM ENTERPRISES, INC.

I. NAME

The name of this Corporation is **CUNNINGHAM ENTERPRISES, INC.**

II. DURATION

This Corporation shall have perpetual existence commencing on the filing of these Articles with the Secretary of State, State of Florida.

III. PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

IV. CAPITAL STOCK

This Corporation is authorized to issue FIVE HUNDRED (500) shares of ONE (\$1.00) DOLLAR par value common stock.

V. INITIAL PRINCIPAL AND REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this Corporation is 205 East Joel Boulevard, Unit 110, Lehigh Acres, Florida 33972, respectively, and the name of the initial registered agent of this Corporation at the address is: ROBERT L. BOWERS.

VI. INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially but no more than five. 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: JOHN CUNNINGHAM, 205 East Joel Boulevard, Unit 110, Lehigh Acres, Florida 33972.

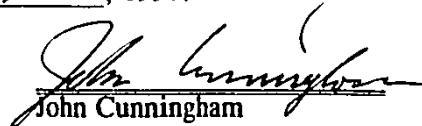
VII. INCORPORATOR

The name and address of the persons signing these articles is:
JOHN CUNNINGHAM, 205 East Joel Boulevard, Unit 110, Lehigh Acres, Florida
33972.

VIII. 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.

IN WITNESS WHEREOF the undersigned subscriber executed these Articles of
Incorporation on the 6 day of June, 1997.

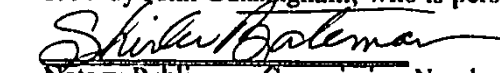

John Cunningham

STATE OF FLORIDA
COUNTY OF LEE

On this day personally appeared before me, an officer duly authorized to administer
oaths and take acknowledgments, known to me to be the Subscriber in the above
Articles of Incorporation, and acknowledged before me that he read the foregoing
and that the same is true, and that he executed same for the purposes therein
mentioned.


John Cunningham
(Subscriber)

SWORN TO AND SUBSCRIBED before me this 6th day of June,
1997 by John Cunningham, who is personally known to me.


Notary Public Commission Number _____

_____(Name of Notary) (SEAL ABOVE).



SHIRLEE BATEMAN
COMMISSION # CC 655779
EXPIRES JUL 7, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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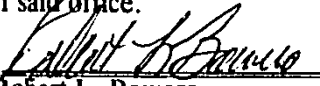
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.0501, Florida Statutes, the following is
submitted, in compliance with said Act:

That **CUNNINGHAM ENTERPRISES, INC.**, a Florida Corporation, desiring to
organize under the laws of the state of Florida, with its principal office, as indicated
in the Articles of Incorporation at 205 East Joel Boulevard, Unit 110, Lehigh
Acres, Florida 33972, has named Robert L. Bowers, located at 205 East Joel
Boulevard, Unit 110, Lehigh Acres, Florida 33972 as its agent to accept service of
process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
Corporation, at the place designated in this Certificate, I hereby accept to act in this
capacity, and agree to comply with the provisions of said Act relative to keeping
open said office.

BY: 
R. Robert L. Bowers
Agent