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ANDRA TODD DREYFUS, P.A.
Law Office
311 S. Missouri Avenue
Clearwater, FL 34616

Andra Todd Dreyfus

Telephone: (813) 442-1144
Facsimile: (813) 446-4407

June 17, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

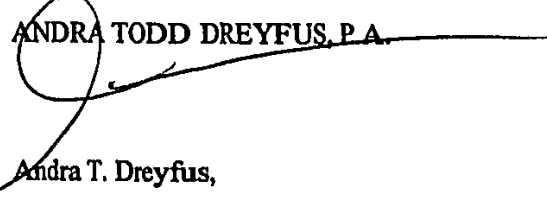
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06/19/97 01034-016
****122.50 ****122.50

Re: Articles of Incorporation
Fallier Design, Inc.

Gentlemen:

Enclosed are Articles of Incorporation for Fallier Design, Inc., together with our check in the amount of \$122.50 to cover the filing fees. Please file this corporation at your first opportunity, and return the certified copy to the above address. Thank you for your assistance.

Very truly yours,

ANDRA TODD DREYFUS, P.A.

Andra T. Dreyfus,

ATD:bkj
Enclosures
cc: Mr. Robert A. Burwell, Jr.

FILED
97 JUN 19 AM 11:57
DIVISION OF STATE
TALLAHASSEE, FLORIDA

OK
6/20/97

ARTICLES OF INCORPORATION

OF

FALLIER DESIGN, INC.

FILED

97 JUN 19 AM 11:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following articles of incorporation:

ARTICLE ONE: NAME AND ADDRESS

The name of the corporation is FALLIER DESIGN, INC.. The principal address of the corporation is 311 S. Missouri Avenue, Clearwater, Florida 34616.

ARTICLE TWO: DURATION

This corporation shall exist perpetually.

ARTICLE THREE: PURPOSE

This corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR: CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is Seven Thousand Five Hundred (7,500), all of which shall be common shares having a Par Value of One and 00/100 Dollars (\$1.00) per share.

ARTICLE FIVE: PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX: REGISTERED OFFICE

The street address of the initial registered office of the corporation is 311 S. Missouri Avenue, Clearwater, Florida 34616, and the name of the initial registered agent at such address is Duane Daiker.

ARTICLE SEVEN: DIRECTORS

7.01 The Initial Board of Directors of the corporation shall consist of three (3) member(s).

7.02 The name and address of the initial Directors are Thomas R. Fallier, 6051 6th Avenue North, St. Petersburg, Florida 33710, Robert A. Burwell, Jr., 845 Bay Espanade, Clearwater, Florida 33767, and Christopher A. Vaughn, 1020 43rd Street North, St. Petersburg, Florida 33713 .

IN WITNESS WHEREOF, I have subscribed my name this 16 day of June, 1997.


Andra Todd Dreyfus, Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared Andra Todd Dreyfus, to me known to be the person described in and who executed the foregoing, who after both being first duly sworn by me, acknowledged before me that she executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 16 day of June, 1997.



SUSAN FORBES
MY COMMISSION # CC375671 EXPIRES
JUNE 5, 1998
BONDED THRU TROY FAIN INSURANCE, INC.



Signature - Notary Public

Susan Forbes

Typed/Printed Name - Notary Public

Commission No. _____

Expiration: _____

ACKNOWLEDGMENT OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above corporation, at the place designated herein, I hereby accept to act in this capacity and agree to comply with the provisions of law relative to keeping open said office and acting as **Registered Agent**.


Duane Daiker, Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA