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97 JUN 23 PM 1:58

2433 Foster Lane
Sarasota, Fl 34239
TALLAHASSEE, FLORIDA

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

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-06/23/97--01183--002
*****70.00 *****70.00

Re: Lyell Enterprises, Inc.

Gentlemen:

Enclosed please find the original plus one copy of Articles of Incorporation and original Certificate and Acknowledgement of Registered Agent. Also enclosed is my check in the amount of \$ 70.00 representing the following:

Corporate Filing Fee \$ 35.00

Registered Agent Designation 35.00

Total \$ 70.00

Please register said corporation and return the certified copy of the Articles of Incorporation to me at the above address. Thank you for your prompt attention and assistance.

Very truly yours,

Catherine L. Astronskas

Catherine L. Astronskas

Enclosures - as stated

PH 6/24/97

FILED

ARTICLES OF INCORPORATION
OF
LYELL ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - CORPORATE NAME

The name of the corporation is: Lyell Enterprises, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 2433 Foster Lane, Sarasota, Fl 34239 and the mailing address is the same.

ARTICLE III - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any business and to engage in, enter into, promote or conduct any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue seven thousand five hundred (7500) shares of no par value Common Stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

2433 Foster Lane
Sarasota, Fl 34239

The name and mailing address of the Initial Registered Agent of this Corporation is:

Catherine L. Astronskas
2433 Foster Lane
Sarasota, Fl 34239

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of the corporation are as follows:

Catherine L. Astronskas
2433 Foster Lane
Sarasota, Fl 34239

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 19th day of June 1997.

Catherine L. Astronskas
Catherine L. Astronskas
Incorporator

STATE OF FLORIDA

COUNTY OF SARASOTA

ss:

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Catherine L. Astronskas, to me known or who produced a Florida driver's license as identification to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of June 1997.

My commission expires:

Sharon L. Rannebarger

Notary Public-State of Florida

Commission No.: CC 546734



SHARON L. RANNEBARGER
COMMISSION # CC546736
EXPIRES APRIL 9, 2000

FILED

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT
OF
LYELL ENTERPRISES, INC.

Pursuant ot Florida Statutes 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State Of Florida with its Registered office as indicated in the Articles of Incorporation at 2433 Foster Lane, Sarasota, Fl, has named Catherine L. Astronskas, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Catherine L. Astronskas

Catherine L. Astronskas

Registered Agent