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State of Florida
Division of Corporations
5050 W. Tennessee Avenue
Tallahassee, FL 32399-0100

Gentlemen:

Enclosed please find a check in the amount of \$ 122.50
incorporate BUZZARDS ROOST ENTERPRISES, INC.
NAME OF CORPORATION

Please return all necessary documents to:

CARROLLWOOD ACCOUNTING
8316 N. HABANA AVENUE
TAMPA, FL 33614

Thank you for your time and consideration.

Sincerely,

Loraine Dorso

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FLORIDA
BSB

ARTICLES OF INCORPORATION
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OF

BUZZARDS ROOST ENTERPRISES, INC.

The undersigned subscriber of these articles of incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLES I
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NAME

The name of this corporation shall be :

BUZZARDS ROOST ENTERPRISES, INC.

ARTICLE II
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NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is : to construct, manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, deal in, and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description: except that is not to conduct a banking, safe deposits, trusts, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, fraternal benefit society, state fair, or exposition.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III
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CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seventy-five hundred (7500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE IV
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ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

8316 N. HABANA AVE., TAMPA, FL. 33614

The Board of Directors may from time to time, by by-law move the principal office to any other address in Florida.

ARTICLE V
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OFFICERS

This corporation shall have two (2) officers. The number of officers may be increased or diminished from time to time, by by-laws adopted by the stockholders.

ARTICLE VI
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INITIAL OFFICERS

The name and post office address of the members of the Board of Directors are:

NAME	TITLE	ADDRESS
JERRY LEATHERMAN	PRESIDENT	8316 N. HABANA AVE TAMPA, FL. 33614
PAMELA LEATHERMAN	SECRETARY	8316 N. HABANA AVE TAMPA, FL. 33614

ARTICLE VII
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STOCKHOLDERS AND CONSIDERATION

The name and post office address of the subscriber of these articles of incorporation, the number of shares to take and the value of the consideration thereof are:

NAME AND ADDRESS	SHARES	CONSIDERATION
JERRY LEATHERMAN 8316 N. HABANA AVE TAMPA, FL. 33614	250	\$ 250.00
PAMELA LEATHERMAN 8316 N. HABANA AVE TAMPA, FL. 33614	250	\$ 250.00

ARTICLE VIII
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EFFECTIVE DATE

The article of incorporation shall be effective on the date of approval of the State of Florida, Division of Corporations.

ARTICLE IX
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These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholder, and approved by a stockholder meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE X
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JERRY LEATHERMAN is designated as Resident Agent of this corporation, BUZZARDS ROOST ENTERPRISES, INC. and will receive service of process at address: 8316 N. HABANA AVE
TAMPA, FL. 33614

IN WITNESS WHEREOF, We, the undersigned, being each of the original subscribers to the capitol stock herein before names, have hereunto set our hands and seals this 9TH day of JUNE, 1997, for the purpose of forming this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Law of the State of Florida, do make and file in the Office of the Secretary of the State of Florida these articles of incorporation and certify that the facts herein stated are true.

-5-

Jerry Leatherman
JERRY LEATHERMAN

Pamela Leatherman
PAMELA LEATHERMAN

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Before me personally appeared JERRY LEATHERMAN and PAMELA LEATHERMAN to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this 9th day of JUNE, 1997.

Mary L. Forss
Notary Public

CC 375970
Commission Number

6-23-98
My commission expires:

(seal)



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATIONS, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

BUZZARDS ROOST ENTERPRISES, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS

JERRY LEATHERMAN
8316 N HABANA AVE.
TAMPA, FL. 33614

SIGNATURE



(CORPORATE OFFICER)

TITLE: PRESIDENT / TREASURER

DATE: JUNE 9, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE
OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE
APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS
CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE
OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE: JUNE 9, 1997