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August 5, 1997

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*****70.00 *****70.00

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

Re: Moutte Company, Inc.

Ladies/Gentlemen:

Please file the enclosed documents on behalf of Moutte Company, Inc.:

1. Articles of Incorporation of Moutte Company, Inc.;
2. Certificate of Designation of Registered Agent;
3. Check in the amount of \$70.00 payable the Division of Corporations representing the proper filing fee.

Please date stamp the enclosed copy and return it to this office. Thank you.

Very truly yours,

PAULICH, SLACK & WOLFF, P.A.

Casey Wolff

SECOND CLASS STATE
TALLAHASSEE, FLORIDA

97 AUG - 8 PM 12:37

FILED

CW/cnh
Enclosures

mc 8/8/97

ARTICLES OF INCORPORATION
OF
Moutte Company, Inc.

FILED

97 AUG -8 PM 12: 37
SECOND, 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

The name of the corporation shall be:

Moutte Company, Inc.

The principal place of business and mailing address of this corporation shall be:

c/o Paulich, Slack & Wolff, P.A.
2150 Goodlette Road Sixth Floor
Naples, FL 34102

ARTICLE II
NATURE OF BUSINESS

This corporation may engage or transact in 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 III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock at \$1.00 par value.

ARTICLE IV
REGISTERED AGENT

Initial registered office of the corporation shall be:

c/o Paulich, Slack and Wolff, P.A.
2150 Goodlette Road Sixth Floor
Naples, FL 34102

and the name of the initial registered agent shall be:

Casey Wolff, Esq.

ARTICLE V
EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII
SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII
ELECTION OF SUBCHAPTER S

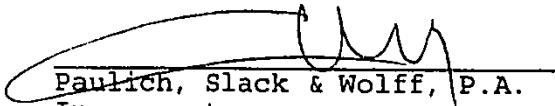
This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

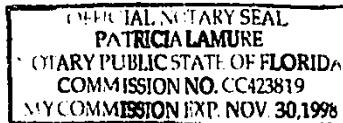
Paulich, Slack & Wolff, P.A.
2150 Goodlette Road Sixth Floor
Naples, FL 34102

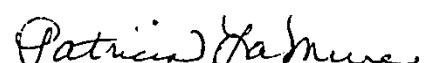
IN WITNESS WHEREOF, the undersigned has hereto set forth his hand and seal on this 5 day of August, 1997.


Paulich, Slack & Wolff, P.A.
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

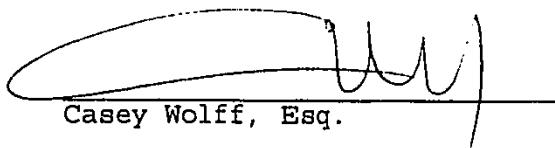
The foregoing instrument was acknowledged before me this 5th day of August, 1997, by Casey Wolff, Esq. (X) who is personally known to me or () who has produced _____ as identification, and who did not take an oath.




Signature, Notary Public

Print Name Patricia Lamure Notary Public

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


Casey Wolff, Esq.

FILED
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SECY. OF STATE
TALLAHASSEE, FLORIDA