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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ORANGE COUNTY INDUSTRIES, INC.
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ARTICLES OF INCORPORATION
OF
ORANGE COUNTY INDUSTRIES, INC.

I, the undersigned, hereby execute the following document for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a Corporation For Profit.

ARTICLE I.
NAME

The name of the Corporation shall be ORANGE COUNTY INDUSTRIES, INC.

ARTICLE II.
DURATION

The corporation shall have perpetual existence.

ARTICLE III.
PURPOSE

The corporation shall be entitled to engage in any and all lawful activities or business permitted under the laws of the United States and of this State. This corporation reserves the right if it so wishes to elect to be an 1361 Subchapter S corporation and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue

Gary J. Rotella & Associates, P.A.
500 East Broward Boulevard
Penthouse II
Fort Lauderdale, Florida 33394-3084
Telephone: (954) 763-2500
By: Gary J. Rotella, Esquire
Fla. Bar No. 281115

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Service Code and all other rights contained therein and may elect to receive all rights of Section 1361 of the Internal Revenue Service Code of 1954 as amended.

ARTICLE IV.
CAPITAL STOCK

The maximum number of shares of stock with One Dollar (\$1.00) par value that this Corporation is authorized to issue and have outstanding at one time is One Hundred (100) shares.

ARTICLE V.
CAPITALIZATION

The corporation will begin business with not less than One Hundred Dollars (\$100).

ARTICLE VI.
REGISTERED AGENT

The name and address of the initial registered agent of the corporation is NANCY IONA, 520 N. Ocean Boulevard, Apt. #11, Pompano Beach, Florida 33062-4619.

ARTICLE VII.
REGISTERED OFFICE

The initial registered office of this Corporation shall be: NANCY IONA

520 N. Ocean Boulevard
Apt. #11
Pompano Beach, Florida 33062-4619

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ARTICLE VIII
CORPORATE OFFICES

The principal place of business of the Corporation shall be 520 N. Ocean Boulevard, Apt. #11, Pompano Beach, Florida 33062-4619, but the Corporation may maintain offices and transact business in such places within and without the State of Florida as may, from time to time, be designated by the Board of Directors.

ARTICLE IX
DIRECTORS

- A. The Corporation shall have not less than one (1) nor more than three (3) Directors. Vacancies in the Board of Directors occurring at any time for any reason shall only be filled for the unexpired time by the stockholders at a meeting called for the purpose in the manner prescribed by the By-Laws.
- B. The names and addresses of the members of the first Board of Directors, who subject to the By-Laws of the Corporation, or until their successors are elected or appointed and have qualified, are as follows:

NANCY IONA	520 N. Ocean Boulevard
	Apt. #11
	Pompano Beach, Florida 33062-4619

- C. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:
1. To adopt or amend by-laws not inconsistent with any by-laws that may have been adopted by the stockholders.
 2. To purchase and sell real and/or personal property, and to authorize and cause to be executed mortgages or other

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instruments upon or encumbering the real and personal property of the Corporation.

3. When, and as authorized by affirmative vote given at a meeting or by the written consent of stockholders of record holding at least a majority of the stock, to sell, lease or exchange all of the real and personal property and assets of the corporation, excluding its good will and its corporate business, upon such terms and conditions as the Board of Directors deem expedient.

ARTICLE X.
INCORPORATORS

The name and address of the person signing these Articles is:

NANCY IONA

520 N. Ocean Boulevard
Apt. #11
Pompano Beach, Florida 33062-4619

ARTICLE XI.
OFFICERS

The names and addresses of the initial officers of this Corporation are as follows:

NANCY IONA
President & Sec./Treas.

520 N. Ocean Boulevard
Apt. #11
Pompano Beach, Florida 33062-4619

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**ARTICLE XII
AMENDMENT**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

I, the undersigned, being the incorporator hereinabove named for the purpose of forming a corporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 19 day of August, 1997.

Nancy Iona
NANCY IONA

STATE OF FLORIDA }
 ss.
COUNTY OF BROWARD }

I HEREBY CERTIFY that before the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared NANCY IONA, who is personally known to me to be the person who made and executed the same for the uses and purposes therein expressed, and who did/did not take an oath.

WITNESS my hand and notarial seal at Fort Lauderdale, Broward County, Florida, this 19 day of August, 1997.

 GARY J. HOTELLA
My Commission CC-07178
Expires Aug. 14, 1998
Bonded by H&H
\$20,000.00
NOTARY PUBLIC, State of Florida
Print Name of Notary Public

My Commission Expires:

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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 compliance with Section 48.091, Florida Statutes, the following is submitted:

That ORANGE COUNTY INDUSTRIES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 520 N. Ocean Boulevard, Apt. #11, Pompano Beach, Florida 33062-4619, has named Nancy Iona, 520 N. Ocean Boulevard, Apt. #11, Pompano Beach, Florida 33062-4619, as its registered agent to accept service of process within this State.

Signature: Nancy Iona
NANCY IONA
President / Sec. & Treas.
DATE: 8 / 19 / 97

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 provision of all statutes relative to the proper and complete performance of my duties.

Nancy Iona
NANCY IONA
DATED: 8 / 19 / 97

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