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Law Offices

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GORDON D. McCUTCHEON, JR.
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3839 Fourth Street N., Suite 390
St. Petersburg, Florida 33703

PLEASE REPLY TO:
P.O. DRAWER 1
ST. PETERSBURG, FLORIDA 33731

TELEPHONE
813 898-5151
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813 898-5154

August 19, 1997

Division of Corporations
Department of State
409 E. Gaines St.
Tallahassee, FL 32301

RE: Fred Neal, Inc.

800002274668--1

-08/22/97--01056--018

Gentlemen:

****122.50 ****122.50

Pursuant to the above matter, I enclose herewith the following:

1. Original and one copy of Articles of Incorporation.
2. Check in the amount of \$122.50 representing:

Filing Fee	\$ 35.00
Certified Fee	52.50
Resident Agent Fee	35.00
	<u>\$122.50</u>

I would appreciate your filing the Articles of Incorporation and returning a certified copy to this office in the enclosed prepaid envelope.

Thanking you for your cooperation in this matter, I remain

Very cordially yours,

James J. Rowan

JJR/cac
Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

mc 8/22/97

ARTICLES OF INCORPORATION

OF

FRED NEAL, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is FRED NEAL, INC.

ARTICLE II - PERPETUAL EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation shall have the power to do any act in business or commerce as is now or hereafter may be authorized under the provisions of Chapter 607, Florida Statutes.

ARTICLE IV - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this Corporation is 5151 Isla Key, #219, St. Petersburg, Pinellas County, Florida 33715, and the name of the initial registered agent of this Corporation is FRED NEAL, whose address is 5151 Isla Key, #219, St. Petersburg, Florida 33715.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) per value common stock. Full preemptive rights granted to each party.

ARTICLE VI - INITIAL BOARD OF DIRECTORS OF CORPORATION

This Corporation shall be managed by its Board of Directors. The name and address of the initial Board of Directors are:

Fred Neal
5151 Isla Key, #219
St. Petersburg, Florida 33715

ARTICLE VII - INCORPORATORS

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

Fred Neal, 5151 Isla Key, #219, St. Petersburg, Florida 33715.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 19th day of August, 1997.


FRED NEAL

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that FRED NEAL, INC. desires to organize or qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of St. Petersburg, County of Pinellas, State of Florida, has named FRED NEAL, 5151 Isla Key, #219, St. Petersburg, Florida 33715 as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


FRED NEAL, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA