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ACCOUNT NO. : 072100000032

REFERENCE : 532537 120053A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 17, 1997

ORDER TIME : 10:16 AM

ORDER NO. : 532537-005

CUSTOMER NO: 120053A

CUSTOMER: David H. Jacoby, Esq
DAVID H. JACOBY, ESQ

The Exchange - Suite 100
1581 Robert J. Conlan Blvd., ne
Palm Bay, FL 32905

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-09/17/97--01091--025
****122.50 ****122.50

DOMESTIC FILING

NAME: BURTON ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: _____

SN SEP 17 1997

RECEIVED
97 SEP 17 PM 1:19
DIVISION OF CORPORATION

FILED

SEP 17 PM 4:00

ARTICLES OF INCORPORATION
OF
BURTON ENTERPRISES, INC.

FILED
97 SEP 17 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation in accordance with the laws of the State of Florida.

ARTICLE I.- NAME

The name of this corporation is BURTON ENTERPRISES, INC.

ARTICLE II.-NATURE OF BUSINESS

The general nature of the business to be rendered by this corporation is any lawful purpose permitted by the laws of the State of Florida.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Hundred (200) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV. - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Two Hundred (\$200.00) Dollars.

ARTICLE V.-TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI.-ADDRESS

The initial address of the principal office of this corporation is: 2081 Thistle Dr., Melbourne, Florida 32935.

ARTICLE VII.- REGISTERED AGENT

The initial registered agent of this corporation is David H. Jacoby, and the initial registered office is 1581 Robert J. Conlan Blvd. N.E., Suite 100, Palm Bay, Florida 32905.

ARTICLE VIII.- DIRECTORS

This corporation shall have two (2) director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by Stockholders and shall never be less than one (1).

ARTICLE IX.- INITIAL DIRECTOR

The name and address of the member of the first Board of Directors is:

Name	Office	Address
JOHN BURTON	PRES./TRES.	2081 Thistle Dr. Melbourne, FL 32935
DIN ING BELL	V.PRES./SEC.	415 Ibis Lane Satellite Beach, FL 32937

ARTICLE X.- SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation and the number of shares he or she agrees to subscribe is:

Name	Address	Shares
JOHN BURTON	2081 Thistle Dr. Melbourne, FL 32935	200

Said subscribers allege and certify that the total value of said stock subscription will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV thereof.

ARTICLE XI.- AMENDMENT

These Articles of Incorporation may be amended in the manner

provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by at least a Fifty-One (51%) Percent vote of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to reservation.

ARTICLE XII.- LIMITATIONS ON CORPORATE STOCK

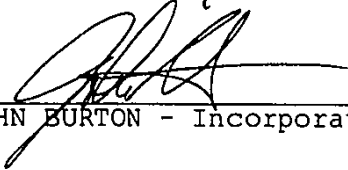
The Shareholders of this corporation shall have the power to include in the By-Laws adopted by Fifty-One (51%) Percent of the Shareholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or the operation of this corporation, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XIII.- VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another the authority to exercise the voting power of any or all of his

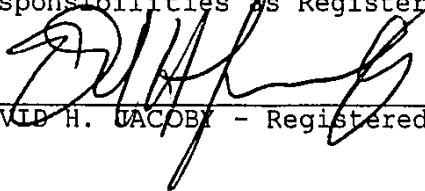
shares.

IN WITNESS WHEREOF, the subscriber hereto has executed these Articles of Incorporation, this 16th day of September, 1997.


JOHN BURTON - Incorporator

Acceptance by registered Agent

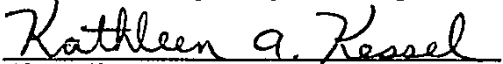
I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


DAVID H. JACOBY - Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

FILED
97 SEP 17 PM 4:00
TALLAHASSEE, FLORIDA

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared JOHN BURTON and DAVID H. JACOBY, to me known to be the persons described as the Incorporator and Registered Agent, respectively, in and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to these Articles of Incorporation in their respective capacities. David H. Jacoby is personally known by me; John Burton produced a United States Armed Forces identification card as proper identification.


NOTARY PUBLIC

My commission Expires:

