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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

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Candlewood Enterprises Inc.

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION
OF
CANDLEWOOD ENTERPRISES, INC.

ARTICLE I.

NAME

The name of this corporation is Candlewood Enterprises, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 399 Red Cedar Court N.E., St. Petersburg, Florida 33703.

ARTICLE III.

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of November 3, 1997.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

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ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Mary C. Lawson, 399 Red Cedar Court, N.E., St. Petersburg, Florida 33703.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are Mary C. Lawson, 399 Red Cedar Court N.E., St. Petersburg, Florida 33703.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Holger D. Gleim, 150 Second Avenue N., Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 3rd day of November, 1997.



Holger D. Gleim

INCORPORATOR

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Dated this 3rd day of November, 1997.



Mary C. Lawson

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