

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC -9 AM 9:55

P97000103300

AGAPE One, Inc.

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

Art of Inc. File

Photo

EFFECTIVE DATE

12-08-97

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

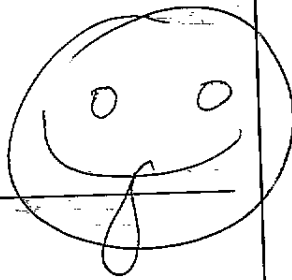
UCC 11 Search

UCC 11 Retrieval

Courier

RECEIVED
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DIVISION OF CORPORATION

Signature



Requested by:

Name

Date

Time

12-8-97 4:00

Walk-In

Will Pick Up

RP
12-9-97

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**ARTICLES OF INCORPORATION
OF
AGAPE ONE, INC.**

The undersigned incorporator hereby forms a Corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME & PLACE

The name of the corporation shall be AGAPE ONE, INC. The address of the initial principal office of this corporation shall be AGAPE ONE, INC., 1407 East Baker Street, Plant City, Florida 33566 and the mailing address shall be the same.

ARTICLE II - EFFECTIVE DATE

The incorporation of this corporation shall become effective on December 8, 1997.

ARTICLE III - PURPOSE

EFFECTIVE DATE

12-08-97

The purpose of this corporation shall be to transact all business as may be legally permissible in the State of Florida and in other states as determined to be proper by the board of directors.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock, in one class only, each share with par value of \$1.00.

ARTICLE V-REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is Pippinger-Stitzel Law Group, Inc., 201 Dort Street, Suite B, Plant City, Florida 33566. The registered agent of this corporation at that address is D. Howard Stitzel III, Esquire.

ARTICLE VI-INITIAL DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by amendment of the bylaws of the corporation, but it shall never be less than two (2). The addresses of the members of the initial Board of Directors and their names are as follows:

PAUL E. PICKERN
1407 East Baker Street
Plant City, Florida 33566

ROBERT L. HUMPHREY, JR.

1407 East Baker Street

Plant City, Florida 33566

ARTICLE VII- INCORPORATOR

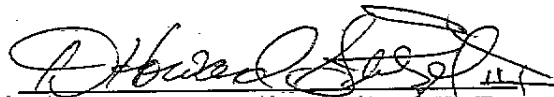
The name and street address of the incorporator to these Articles of Incorporation is D. HOWARD STITZEL III, ESQUIRE, 201 Dort Street, Suite B, Plant City, Florida 33566.

IN WITNESS WHEREOF, the undersigned has hereto set his hand on the date first written

below.

Date:

12/4/97

A handwritten signature in black ink, appearing to read "D. Howard Stitzel III", written over a horizontal line.

Incorporator, D. Howard Stitzel III, Esq.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: AGAPE ONE,
TNC.

2. The name and street address of the registered agent and office is: D Howard Sitzer/TLL corp., 201
Port St St B. Plant City, FL
33566

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

D Howard Sitzer