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TO: DIVISION OF CORPORATIONS

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FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN ACCT#: 076666002140

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NAME: 433 CLEVELAND ASSOCIATES, INC.

AUDIT NUMBER.....H97000020291

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 3

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ARTICLES OF INCORPORATION  
OF  
433 CLEVELAND ASSOCIATES, INC.

ARTICLE I - Name and Address

The name of this corporation is 433 CLEVELAND ASSOCIATES, INC. The mailing address of the corporation is: 500 Osceola, Clearwater, FL 33755. The address of the corporation's principal office is 500 Osceola, Clearwater, FL 33755.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 100,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Dollar (\$1.00).

ARTICLE IV - Preemptive Rights

Every shareholder, upon an offer for sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared By:

Roger A. Larson, Esquire  
Johnson, Blakely, Pope, Bokor,  
Ruppel & Burns, P.A.  
911 Chestnut Street  
Clearwater, Florida 33756  
Bar No. 0108435  
(813) 461-1818

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ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 911 Chestnut Street, Clearwater, FL 33756., and the name of the initial registered agent of this corporation at that address is Roger A. Larson.

ARTICLE VI - Incorporator

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

<u>Name</u>	<u>Address</u>
ROGER A. LARSON	911 Chestnut Street Clearwater, FL 33756

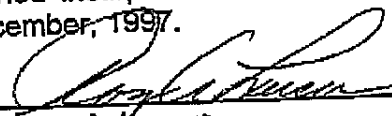
ARTICLE VII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VIII - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9<sup>th</sup> day of December, 1997.

  
 \_\_\_\_\_  
 Roger A. Larson

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, 433 CLEVELAND ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, hereby designates ROGER A. LARSON, located at 911 Chestnut Street, Clearwater, FL 33756, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

  
\_\_\_\_\_  
Roger A. Larson

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