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January 7, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

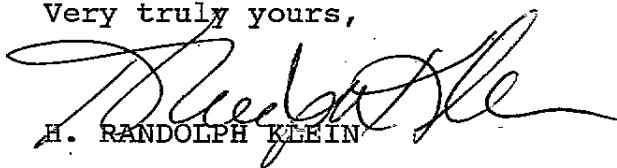
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-01/08/98--01069--008
***122.50 ***122.50

RE: FLS Partners, Inc.

Gentlemen:

Please file the enclosed Articles of Incorporation and send the certified copy and your acknowledgement to me in care of this office. Enclosed is our check in the sum of \$122.50 representing your filing fees.

Very truly yours,


H. RANDOLPH KLEIN

HRK/kp
enc.

FILED
98 JAN -8 PM 3:20
TALLAHASSEE, FLORIDA
DEPT. OF STATE

1/9/98

ARTICLES OF INCORPORATION

OF

FLS PARTNERS, INC.

The undersigned hereby organizes and subscribes to these Articles of Incorporation under the laws of Florida.

I.

The name of the corporation shall be:

FLS PARTNERS, INC.

II.

The general purpose for which the corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

III.

The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be 1,000 shares of no par value stock, which stock shall qualify under Section 1244, Internal Revenue Service Code.

IV.

The corporation's principal office shall be:

**2800 East Silver Springs Blvd., Suite 204
Ocala, FL 34470**

and its registered office shall be:

**333 NW 3 Avenue
Ocala, FL 34475**

and the name of its initial Registered Agent at such address shall be:

H. RANDOLPH KLEIN

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CLERK OF THE STATE
TALLAHASSEE, FLORIDA

V.


The corporation shall have no Directors and the business of the corporation shall be managed by the stockholders.

VI.

The name and address of the incorporator is:

P. WAYNE DILL
2800 East Silver Springs Blvd., Suite 204
Ocala, FL 34470

IN WITNESS WHEREOF, the incorporator has caused this instrument to be executed this 19 day of November, 1997.

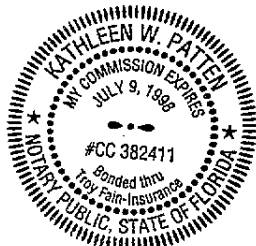



P. WAYNE DILL

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public this day personally appeared P. WAYNE DILL, who is/are personally known to me or produced _____ as identification who executed the foregoing instrument and acknowledged before me the execution thereof for the uses and purposes therein stated and expressed.

WITNESS my hand and official seal at Ocala, Marion County, Florida, this 19 day of November, 1997.





Notary Public, State of Florida
My commission expires:

Having been named Registered Agent of FLS PARTNERS, INC., I hereby accept said office and agree to comply with the provisions of Chapter 607, Florida Statutes as same pertain to the office of Registered Agent.


H. RANDOLPH KLEIN
Registered Agent

6:10 PM
98 JAN -8 PM 3:20
TALLAHASSEE, FLORIDA