

P98000003274

January 6, 1998

Florida Department of State
Secretary of State
Division of Corporations
George Firestone Bldg.
409 E. Gaines St.
Tallahassee, FL 32314

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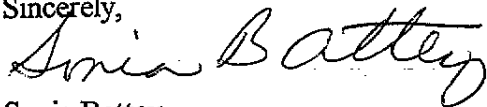
RE: INCORPORATION

To Whom It May Concern:

Please file the enclosed incorporation documents. \$122.50 check payable to the Secretary of State is enclosed. Please return a certified copy of the incorporation to the address at 2501 SW 3rd St., Ocala, FL 34474.

Thank you for your attention and assistance.

Sincerely,



Sonia Battey
2501 SW 3rd St.
Ocala, FL 34474.
(352) 732-3890

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -9 AM 8:54

RP
01-13-98

ARTICLES OF INCORPORATION
OF
BATTEY'S ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I - NAME

The name of the corporation shall be BATTEY'S ENTERPRISES, INC.

ARTICLE II - DURATION

This Corporation shall have a perpetual duration.

ARTICLE III - PURPOSE

This Corporation may engage in the business of marketing and referral services and in any other business as permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of single class common stock at no par value to no more than 10 people and issued and transferrable only to natural citizens or resident aliens. The initial stock offering of 100 shares: 52 shares shall be held by SONIA BATTEY, 16 shares to EARL BATTEY, 16 shares to DARREN A. BATTEY and 16 shares to COREY L. BATTEY.

The 16 shares owned by Earl Battey shall be held as tenants with joint rights of survivorship with Darren Battey and Corey Battey.

The 16 shares owned by Corey Battey shall be held as tenants with joint rights of survivorship with Darren Battey.

The 16 shares owned by Darren Battey shall be held as tenants with joint rights of survivorship with Corey Battey.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same, class or series as that which s/he already holds, shall have the right to purchase his/her pro rate share (rounded to the closest whole number and where there is a one-half share, to be rounded up to the next whole number) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and registered agent are:

SONIA BATTEY
2501 SW 3rd St.
Ocala, FL 34474.
(352) 732-3890.

ARTICLE VII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:

SONIA BATTEY
2501 SW 3rd St.
Ocala, FL 34474.
(352) 732-3890

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one director. Number, qualifications, manner of admission and removal shall be regulated by the by-laws. The name and address of the initial Board of Directors of this Corporation is:

SONIA BATTEY
PRESIDENT/TREASURER/CHIEF EXECUTIVE OFFICER
2501 SW 3rd St.
Ocala, FL 34474.
(352) 732-3890

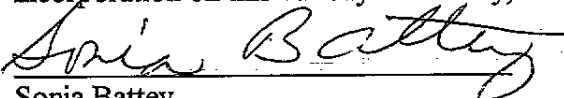
DARREN BATTEY
SECRETARY
1478 Valley Green Dr.
Tallahassee, FL 32303
(904) 553-9471

ARTICLE IX - INCORPORATORS

The name and address of the incorporators are:

SONIA BATTEY
PRESIDENT/TREASURER/CHIEF EXECUTIVE OFFICER
2501 SW 3rd St.
Ocala, FL 34474.
(352) 732-3890

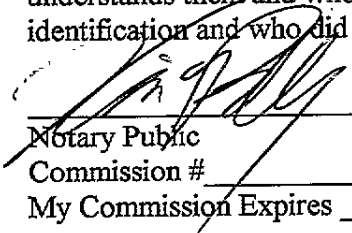
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on this 6th day of January, 1998.



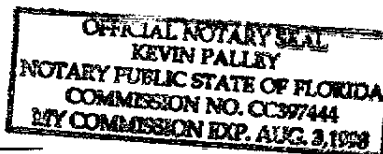
Sonia Battey
2501 SW 3rd St.
Ocala, FL 34474.
(352) 732-3890

STATE OF FLORIDA;
COUNTY OF MARION;

The foregoing Article of Incorporation was acknowledged before me this 6th day of January, 1998 by SONIA BATTEY, who stated that she has read the above and foregoing Articles of Incorporation of BATTEY ENTERPRISES, INC., that she knows the contents and that she understands them and who has produced Florida Driver's License #B300-781-45-600-0 as identification and who did take an oath each.

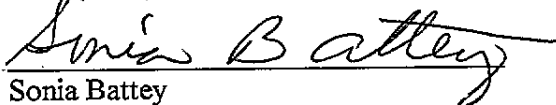


Notary Public
Commission # _____
My Commission Expires _____



SIMULTANEOUS ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT OF BATTEY ENTERPRISES, INC.

The undersigned, SONIA BATTEY, pursuant to Sect. 607.034 (3), Fla. Stat. (1995) hereby accepts the appointment as registered agent of BATTEY ENTERPRISES, INC., and states that she is familiar with and accepts the obligations provided for in Florida Statute Sect. 607.325, Fla. Stat. (1995).

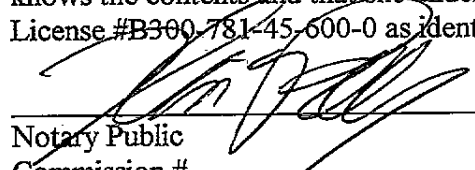


Sonia Battey

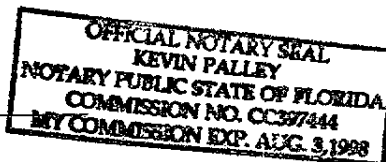
2501 SW 3rd St.
Ocala, FL 34474.
(352) 732-3890

STATE OF FLORIDA;
COUNTY OF MARION;

The foregoing Article of Incorporation was acknowledged before me this 6th day of January, 1998 by SONIA BATTEY, who stated that she has read the above and foregoing Simultaneous Acceptance of Appointment as Registered Agent of BATTEY'S ENTERPRISES, INC., that she knows the contents and that she understands them and who has produced Florida Driver's License #B300-781-45-600-0 as identification and who did take an oath each.



Notary Public
Commission # _____
My Commission Expires _____



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FILED
CLERK OF STATE
OFFICE OF CORPORATION