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FAX #: (305)541-3770

NAME: BARTON T. HOFFORD CONSULTING OF FLORIDA, INC

AUDIT NUMBER.....H98000000830

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ARTICLES OF INCORPORATION

OF

BARTON T. HOFFORD CONSULTING OF FLORIDA, INC.

(A SMALL BUSINESS CORPORATION)

We, the undersigned, with other persons being desirous of forming a corporation, under the Laws of the State of Florida, by and under the provisions of the Florida Statutes, providing for the formulation, liability, rights, privileges, and immunities of a Corporation for profit, state the following:

ARTICLE I.

The name of the corporation shall be:

BARTON T. HOFFORD CONSULTING OF FLORIDA, INC.

a for profit Corporation organized under *Chapter 607 Florida Statutes.*

ARTICLE II.

The address of the principal office of this corporation shall be:

21 Key Haven Terrace, Key Haven, Florida 33040

and the mailing address of the corporation shall be the same.

ARTICLE III.

The general purpose for which **BARTON T. HOFFORD CONSULTING OF FLORIDA, INC.**, is organized is:

This document prepared by:
Tracy J. Adams, P.A.
Attorney at Law
501 Whitehead Street
Key West, FL 33040
FL Bar No. 004390
(305) 296-0655

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To acquire by purchase, lease, otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held or accepted by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held, by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or unimproved, and any right or interest therein.

To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire

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or dispose of the shares of capital stock of, or any bonds, and securities, or other evidences of indebtedness created by any other corporation, of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm association or corporation, and to transact any further and other business necessary or necessarily connected with the purpose of this corporation, or calculated to facilitate the same.

To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida, or elsewhere, without restriction as to place or amount, and to have use, exercise and enjoyment of all of the general powers of like corporations.

To do any and/or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts named above.

To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business; and to do such other things as are incidental to the

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foregoing or necessary or desirable in order to accomplish the foregoing.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or interference from the terms of any other Articles but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE IV.

The total number of shares of stock which **BARTON T. HOFFORD CONSULTING OF FLORIDA, INC. NATURAL SPONGES OF KEY WEST, INC.**, is authorized to issue is **ONE THOUSAND (1,000)** shares of common stock having a par value of \$1.00 per share.

ARTICLE V.

This Corporation is to exist perpetually.

ARTICLE VI.

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

Barton T. Hofford, 21 Key Haven Terrace, Key Haven, Florida 33040

ARTICLE VII.

The name and address of the incorporator of these Articles is:

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Barton T. Hofford, 21 Key Haven Terrace, Key Haven, Florida 33040

ARTICLE VIII.

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX.

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, the full extent permitted by law including but not limited to *Florida Statutes §607.0850*, as amended from time to time.

ARTICLE X.

Stockholders of this Corporation may enter into such stockholders and trustee agreements as they may see fit wherein such stockholders may limit their voting rights by virtue of such stockholders and trustee agreements.

ARTICLE XI.

The amount of capital with which this Corporation shall commence business is Five Hundred Dollars (\$500.00).

ARTICLE XII.

IN WITNESS WHEREOF the undersigned subscribed have executed these Articles of Incorporation on this 13th day of January, 1998.

*This document prepared by:
Tracy J. Adams, P.A.
Attorney at Law
501 Whitehead Street
Key West, FL 33040
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(305) 296-0655*

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Witness: Donnie W. Carlson

Barton T. Hofford
Barton T. Hofford

Witness: Tracy Adams

ACKNOWLEDGEMENT

STATE OF FLORIDA)

COUNTY OF MONROE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County of aforesaid to take acknowledgements, personally appeared Barton T. Hofford, to me known to be the person described in and who executed the foregoing instrument and have acknowledged to me that they executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 13th day of January, 1998.



(SEAL)

Tracy Adams
Notary Public TRACY ADAMS
My Commission No is: CC 405011
My Commission expires: 7/5/98

ARTICLE XIII

The street address of the initial registered office of the corporation shall be 21 Key Haven Terrace, Key Haven, Florida 33040, and the name of the initial registered agent of the corporation

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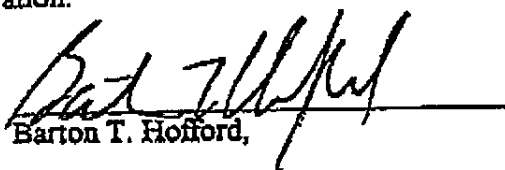
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at that address is Barton T. Hofford.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Barton T. Hofford, whose address is 21 Key Haven Terrace, Key Haven, Florida 33040,
and the name of the initial registered agent of the corporation at that address, having been
designated as the Registered Agent in the above foregoing Articles, is familiar with and accepts
the obligations of position of Registered Agent under Florida Statutes, and consents to service of
process which shall be sufficient to bind said Corporation.


Barton T. Hofford,

ACKNOWLEDGMENT


STATE OF FLORIDA }
COUNTY OF MONROE }

I hereby certify that on this date before me, TRACY ADAMS, a notary public duly authorized in
the state and county named above to take acknowledgments, personally appeared Barton T. Hofford,
[known to me to be or who proved to my satisfaction that he is] the person described in and who
executed the foregoing instrument, and he acknowledged before me that he executed the instrument.

Sworn to and subscribed before me on this 13th day of January, 1998.



TRACY J. ADAMS
COMMISSION # CC 405011
EXPIRES SEP 5, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.


Name: TRACY ADAMS
Notary Public in and for the State of Florida
My commission expires on 9/5/98

[Seal]

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