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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GENESIS WORKS, INC
1085 Chukker Road
Delray Beach, Florida 33483

January 14, 1998

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Dear Sir/Madam:

Enclosed is a check for \$78.75 for the filing fee, designation of registered agent and certificate of status for Genesis Works, Incorporated, a Florida corporation.

Thank you for your prompt reply.

Sincerely yours,

Nancy C. Nolette
NANCY A. NOLETTE

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Articles
Reg Agent

P. Hall JAN 21 1998

ARTICLES OF INCORPORATION
OF
GENESIS WORKS, INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the state act, hereby adopt the following Articles of Incorporation.

Article 1: Name

The name of the corporation shall be: Genesis Works, Incorporated.

Article 2: Principal Offices

The principal place of business and mailing address of this corporation shall be: 1085 Chukker Road, Delray Beach, Florida 33483.

Article 3: Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000 (ten thousand).

Article 4: Initial Registered Agent and Street Address

The name and address of the initial registered agent are: Edmund J. Nolette, 1085 Chukker Road, Delray Beach, Florida 33483.

Article 5: Incorporators

The name and address of the incorporators of these articles are: Nancy A. Nolette and Linda A. Robertshaw, 3555 Moon Ridge Court, Rocklin, CA 95765.

Article 6: Purpose

The purpose of this corporation is: any lawful business purpose authorized with the state.

Article 7: Duration

The period of time this corporation will be in existence is: a perpetual existence.

Article 8: Special Provisions

The following special provisions apply to this corporation: Other special provision are contained in the Bylaws of this corporation.

The undersigned incorporators have executed these Articles on this 12th day of January 1998.

Nancy A. Nolette
Incorporator

Linda A. Robertshaw
Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED 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.

The name of the corporation is: Genesis Works, Incorporated.

The name and address of the registered agent and office is:
Edmund J. Nolette, 1085 Chukker Road, Delray Beach, Florida
33483.

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 completed performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


EDMUND J. NOLETTE

January 14, 1998