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FLORIDA DIVISION OF CORPORATIONS

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FROM: EVANS & DONICA, P.A.
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ACCT#:

CONTACT: NOEL K EVANS
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FAX #:

NAME: AFT HOLDING COMPANY, INC.

AUDIT NUMBER.....H98000001556

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

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ARTICLES OF INCORPORATION
OF
AFT HOLDING COMPANY, INC.

I.
NAME AND ADDRESS
OF PRINCIPAL OFFICE

The name of this corporation shall be AFT Holding Company, Inc. and the address of it's Principal office is:

6363 Cocoa Lane
Apollo Beach, Florida 33572

II.
PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this state.

III.
TERM OF EXISTENCE

This corporation shall begin existence upon the filing of these Articles of Incorporation, and shall exist perpetually.

IV.
CAPITAL STOCK

This corporation is authorized to issue one hundred thousand shares (100,000) of no par stock.

Herbert R. Donica, Esq.
EVANS & DONICA, P.A.
201 E. Kennedy Boulevard Suite 1500
Tampa, FL 33602
813/221-1996
FAX 813/223-2156
Fla. Bar #841870

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V.
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new 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.

VI.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 201 East Kennedy Boulevard, Suite 1500, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Herbert R. Donica, Esq.

VII.
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and addresses of the initial directors of this corporation are:

Benjamin C. Croxton
6363 Cocoa Lane
Apollo Beach, Florida 33572

Shaun Brooker
2802 W. Cleveland Street, Suite D
Tampa, Florida 33609

VIII.
INCORPORATORS

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

Herbert R. Donica, Esq.
201 E. Kennedy Boulevard, Suite 1500
Tampa, Florida 33602

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IX.
INDEMNIFICATION

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

X.
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of January, 1998 A.D.


Herbert R. Donica, Esq.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, Denise A. Millovitch, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared Herbert R. Donica, Esq., to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 23rd day of January, 1998 A.D.


Notary Public
My Commission Expires:

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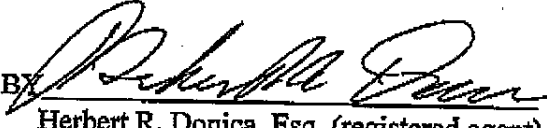
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, AFT Holding Company, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Apollo Beach, County of Hillsborough, State of Florida has named Herbert R. Donica, Esq., located at 201 East Kennedy Boulevard, Suite 1500, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT;

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY 
Herbert R. Donica, Esq. (registered agent)

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