

LAW OFFICE OF

PEEBLES & GRACY, P.A.

ATTORNEY AND COUNSEL FOR

FREDERICK T. PEEBLES
1902 - 1982
GREGORY D. GRACY

January 23, 1998

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-01/23/98--01075--001

****122.50 ****122.50

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Adjäl, Inc.

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for filing relative to the above.

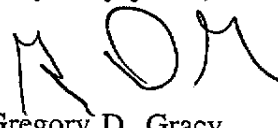
Also enclosed is our check for \$122.50 to cover the cost of the following services:

Filing fee for profit corporation	\$ 35.00
Certificate designating Registered Agent	\$ 35.00
Certified copy of Articles of Incorporation	<u>\$ 52.50</u>
	\$122.50

FILED
98 JAN 29 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We appreciate your assistance in this matter. If further information is required, please advise.

Very truly yours,


Gregory D. Gracy

GDG:bh

Enclosures

cc: Mr. Arthur Lavidge

Carolyn A. Batt
1-30-98

ARTICLES OF INCORPORATION
OF
Adjäl, Inc.

A Florida Corporation

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be:
Adjäl, Inc.

ARTICLE II

This Corporation is to exist perpetually unless dissolved in accordance with the Laws of the State of Florida.

ARTICLE III

This Corporation may engage in any activities of business permitted under the Laws of the United States and of this State.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is **1,000** shares of common stock at **\$1.00** par value. All or any part of said stock of this Corporation may be paid for wholly or in part for cash or other property, excluding stock or other securities, at a just valuation to be fixed by the Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

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TALLAHASSEE, FLORIDA

ARTICLE V

The initial street address of the principal office of this Corporation in the State of Florida is 424 Crosswinds Drive, Palm Harbor, FL 34683. The Board of Directors may from time to time move the principal office to any other address in Florida. This Corporation shall have the privilege of having such branch offices at such other places within the State of Florida or without the State of Florida and within and without the United States of America as may be designated from time to time by the Directors of the Corporation.

ARTICLE VI

This Corporation shall not have less than three (3) directors initially; the number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders.

ARTICLE VII

The names and addresses of the members of the first Board of Directors are:

STACY DODD	ARTHUR LAVIDGE
424 Crosswinds Drive	424 Crosswinds Drive
Palm Harbor, FL 34683	Palm Harbor, FL 34683
KATHERINE CROSSWELL BUTLER	
2103 Briarmead	
Houston, TX 77057	

ARTICLE VIII

Pursuant to §48.091, Florida Statutes, Arthur Lavidge, whose street address is 424 Crosswinds Drive, Palm Harbor, Florida 34683, is hereby named as agent of this Corporation to accept service of process within the State of Florida. The said Arthur Lavidge, by execution of these Articles does accept to act in this capacity and agrees to comply with the provisions of

§607.0505, Florida Statutes, relative to keeping open said office of the corporation located at the above address.


ARTICLE IX

The Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X

The name and street address of the incorporator to these Articles of Incorporation is: Arthur Lavidge
424 Crosswinds Drive
Palm Harbor, FL 34683

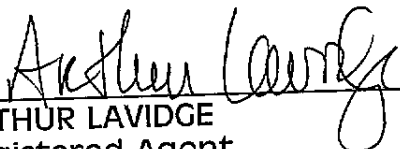
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on the 22 day of January, 1998.


ARTHUR LAVIDGE

ACCEPTANCE BY REGISTERED AGENT

I, ARTHUR LAVIDGE, agree to accept the designation of Registered Agent for **Adjäl, Inc.**, and as such Registered Agent to comply with all requirements, including acceptance of service of process, pursuant to

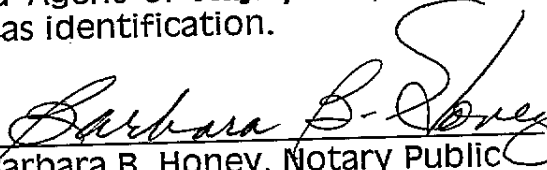
Chapter 607, Florida Statutes, which apply to my capacity as a Registered Agent.

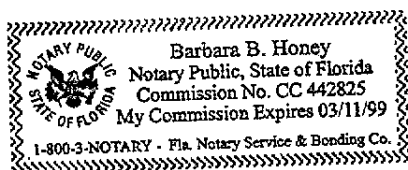

ARTHUR LAVIDGE
Registered Agent

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22 day of JANUARY, 1998, before me, the undersigned authority, by **Arthur Lavidge**, as Incorporator and Registered Agent of **Adjäl, Inc.**, who has provided Tennessee Drivers Lic as identification.


Barbara B. Honey, Notary Public
Commission Exp. 3/11/99



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA