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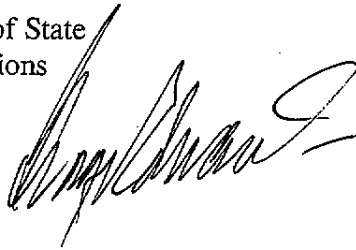
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Memorandum

To: Florida Department of State
Division of Corporations

From: George F. Edwards

Date: February 6, 1998



Please file the enclosed articles of incorporation and certificate of designation of registered agent/office. Enclosed is:

1. An original Articles of Incorporation
2. One copy of the Articles of Incorporation
3. An original Certificate of Designation of Registered Agent / Office
4. A check in the amount of \$70.00

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-02/11/98--01087--003
*****70.00 *****70.00

Corporate Name: Edwards and Edwards International, Inc.

Incorporator's Name: George F. Edwards

Address: 1090 Forest Creek Drive
Winter Springs, FL 32708

Phone: (407) 699-7782

Please send responses or receipts concerning this filing to the above address.

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ARTICLES OF INCORPORATION

OF

EDWARDS AND EDWARDS INTERNATIONAL, INC.

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of incorporation for the purpose of forming a for-profit corporation.

Article 1. The name of the corporation is:

EDWARDS AND EDWARDS INTERNATIONAL, INC.

Article 2. The principle place of business and mailing address of this corporation is :

*1090 Forest Creek Drive
Winter Springs FL 32708*

Article 3. The corporation is authorized to issue one class of stock, that being 1,000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4. The name and address of the corporation's initial registered agent is:

*George F. Edwards
1090 Forest Creek Drive
Winter Springs FL. 32708*

Article 5. The name and street address of the incorporator of this corporation is:

*George F. Edwards
1090 Forest Creek Drive
Winter Springs, FL. 32708*

Article 6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to breach of fiduciary duty, unless the breach is the result of self-dealing, intentional misconduct, or illegal actions.

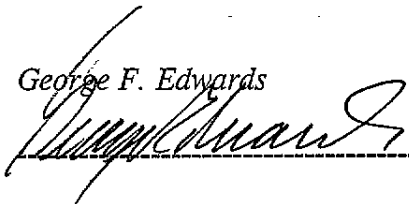
In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date of *8 February, 1998*.

Date: *8 February, 1998*

Name of Incorporator:

George F. Edwards

Signature of Incorporator:



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CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to section 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

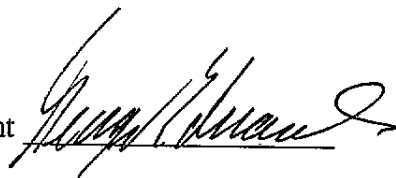
The name and address of the corporation's registered agent and registered office is:

Registered Agent: *George F. Edwards*

Registered Office: *Edwards and Edwards International, Inc.
1090 Forest Creek Drive
Winter Springs, FL. 32708*

Having been named as the registered agent 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 complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of registered agent



Date of Signature

8 February, 1998