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JUDY A. ROMANO
Attorney at Law
12581 New Brittany Blvd.
Fort Myers, Florida 33907
(941) 274-0303
FAX (941) 274-0304

February 12, 1998

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Rocky Cat, Inc.

800002430208--7
-02/13/98--01058--011
*****70.00 *****70.00

Dear Sir or Madam:

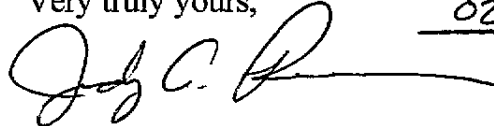
Enclosed please find the original Articles of Incorporation for the above-referenced corporation. Please file the original and confirm such filing in writing at your earliest convenience.

A check in the amount of \$70.00 is enclosed for the filing fee.

Please contact me if you have questions or require additional information.

Thank you for your assistance.

Very truly yours,



Judy A. Romano

EFFECTIVE DATE

02-12-98

Enclosure

cc: Barbara Smith

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB 13 PM 3.59

FILED

QN 2-13-98

**ARTICLES OF INCORPORATION
OF
ROCKY CAT, INC.**

FILED
98 FEB 13 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

EFFECTIVE DATE

Corporate Name and Address

02-12-98

The name of the Corporation is Rocky Cat, Inc., and the address of the principal office and mailing address of the Corporation is 6583 Plantation Pines, Fort Myers, Florida 33912.

ARTICLE II

Corporate Purpose

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 1,000, all of which are to be voting common stock having a par value of \$1.00 per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 2610 Fowler Street, Fort Myers, Florida 33901. The name of the initial registered agent of the Corporation at the registered office shall be Barbara Smith.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of one person. The Directors shall be elected annually in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one. The name and address of the initial Director to hold office until the first annual meeting of the Board of Directors, and until successors shall have been elected and qualify is as follows:

**Barbara Smith
6583 Plantation Pines
Fort Myers, Florida 33912**

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

**Barbara Smith
6583 Plantation Pines
Fort Myers, Florida 33912**

ARTICLE VII

Commencement of Existence

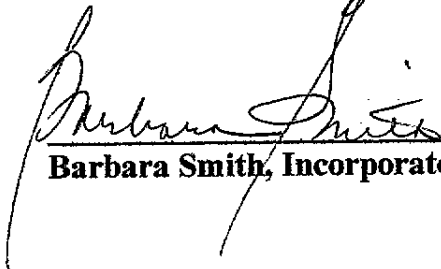
The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

The term of existence of the Corporation is perpetual.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 12th day of February, 1998.



Barbara Smith, Incorporator

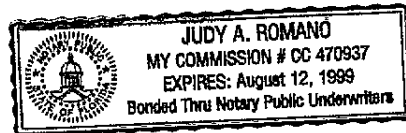
STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 12th day of February, 1998, by Barbara Smith, who is personally known to me, ~~or who has produced~~ _____ as identification.



Notary Public

Judy A. Romano
Printed Name



CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

Rocky Cat, Inc., in compliance with Section 48.091, Florida Statutes, submits the following:

Rocky Cat, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Fort Myers, Lee County, Florida, has named Barbara Smith, as its registered agent to accept service of process within Florida.

Rocky Cat, Inc.,
a Florida corporation,

EFFECTIVE DATE

02-12-98

By:

Barbara Smith
Barbara Smith, Incorporator

Date:

2/12/98

ACCEPTANCE OF REGISTERED AGENT

FOR

ROCKY CAT, INC.

98 FEB 13 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

I, Barbara Smith, having been named to accept service of process for Rocky Cat, Inc., at the place designated in the Articles of Incorporation, hereby accept the obligations of a registered agent under the Florida Business Corporation Act.

Barbara Smith
Barbara Smith

2/12/98
Date