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Kenneth Weiss
2574 Mary Fox Drive
Gulf Breeze, FL 32561
(904) 609-0617
850-932-0683

February 17, 1998

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*****70.00 *****70.00

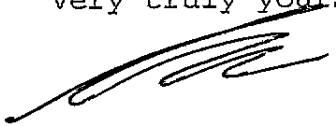
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Orange Improvements, Inc.

Enclosed are an original and one copy of the articles of incorporation for Orange Improvements, Inc., and a check in the amount of \$70.00 to cover the applicable fees. Please file these articles effective on receipt.

Please contact me if you need additional information. Your prompt attention will be sincerely appreciated.

Very truly yours,



Kenneth Weiss

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ARTICLES OF INCORPORATION
OF
ORANGE IMPROVEMENTS, INC.

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 - NAME

The name of the corporation is Orange Improvements, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on filing.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE 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

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he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent of this corporation is:

Kenneth Weiss
2574 Mary Fox Drive
Gulf Breeze, FL 32561

ARTICLE VII - PRINCIPAL OFFICE

The principal place of business of this corporation shall be 2574 Mary Fox Drive, Gulf Breeze, FL 32561. The mailing address of this corporation shall be 2574 Mary Fox Drive, Gulf Breeze, FL 32561.

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles are:

Kenneth Weiss
2574 Mary Fox Drive
Gulf Breeze, FL 32561

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.


ARTICLE XII - RESTRICTION OF TRANSFERABILITY OF STOCK

The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation, then to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

ARTICLE XIII - TAX ARTICLE


It is the intention of this charter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation, this 18th day of Feb, 1998.



Kenneth Weiss, Incorporator

I, Kenneth Weiss, am familiar with and accept the duties and responsibilities as registered agent for Orange Improvements, Inc.



Kenneth Weiss,
Registered Agent

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STATE OF FLORIDA
Santa Rosa
COUNTY OF ~~OKALOOSA~~

Acknowledged before me this 18 day of February,
1998, by Kenneth S Weiss, who is personally known
or produced Driver's license as identification
and did/did not take an oath.



 JOHN W. PURINTON
MY COMMISSION # CC 582236
EXPIRES: December 8, 2000
Bonded Thru Notary Public Underwriters