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HURD, HORVATH & DINKIN, P.A.

ATTORNEYS AT LAW

8295 No. MILITARY TRAIL, SUITE A

PALM BEACH GARDENS, FLORIDA 33410-6397

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98 APR 17 AM 9:50

TELEPHONE: (561) 627-1534

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MITCHELL A. DINKIN
DAVID E. HORVATH
ROGER C. HURD

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 14, 1998

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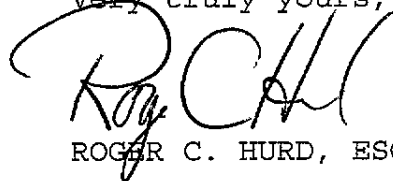
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

RE: PROUDFOOT INVESTIGATIONS, INC.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation and Notice of Acceptance regarding the above corporation, together with our check in the sum of \$122.50. Please return a filed copy in the enclosed, stamped, self-addressed envelope.

Very truly yours,



ROGER C. HURD, ESQ.

RCH:rak
Enclosures

cc: Client

P. Hall

APR 20 1998

ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for said corporation.

1. The name of the corporation is PROUDFOOT INVESTIGATIONS, INC..
2. The period of duration is perpetual.
3. The purpose is to engage in any activities of business except banking permitted under the laws of the United States and the State of Florida.
4. The Corporation shall have the authority to issue one thousand shares, all of one class, one dollar (\$1.00) par value.
5. The address of its initial registered office is 16791 W. Mead Hill Drive, Loxahatchee, FL 33470, and the name of its initial registered agent is Vickie Myers.
6. The principal corporate address is 16791 W. Mead Hill Drive, Loxahatchee, FL 33470 and its mailing address is 16791 W. Mead Hill Drive, Loxahatchee, FL 33470.
7. The number of directors constituting its initial Board of Directors is two, whose name and address is:

NAME

ADDRESS

Vickie Myers

16791 W. Mead Hill Drive
Loxahatchee, FL 33470

Perry E. Williams

16791 W. Mead Hill Drive
Loxahatchee, FL 33470

8. The names and addresses of the incorporators is:

NAME

ADDRESS

Vickie Myers

16791 W. Mead Hill Drive
Loxahatchee, FL 33470

9. Commencement of Corporate Existence: The Corporation shall

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

commence its existence on the date of incorporation.

DATED this 14th day of April, 1998.

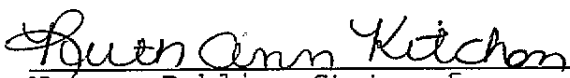


Vickie Myers

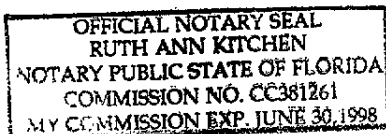
STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared, **Vickie Myers**, who is well known to be the person described in and who subscribed the above articles of incorporation, and did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Palm Beach Gardens, in said County and State this 14th day of April, 1998.



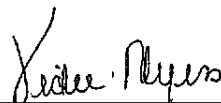
Notary Public, State of
Florida at Large



My Commission Expires:

NOTICE OF ACCEPTANCE

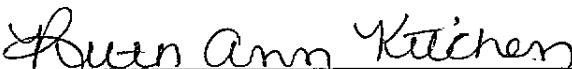
The undersigned hereby accepts appointment as Registered Agent
for PROUDFOOT INVESTIGATIONS, INC.



VICKIE MYERS

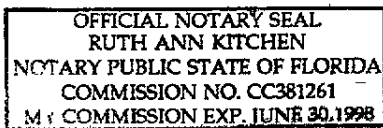
SWORN TO AND SUBSCRIBED

before me this 14th day
of April, 1998.



Notary Public

My Commission Expires:



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TALLAHASSEE, FLORIDA