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TO: DIVISION OF CORPORATIONS

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NAME: TIMBER CRUISERS, INC.1

AUDIT NUMBER.....H98000008241

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
TIMBER CRUISERS, INC

FILED

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

APR 20 1956
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:

TIMBER CRUISERS, INC
Principal office at: 9011 SW 138 STREET, #G, MIAMI, FL 33176

ARTICLE II - DURATION

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No Shares</u>	<u>Classification</u>	<u>Par Value</u>
100	Common	\$1.00

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation at a just value fixed by the Board of Directors. Consideration for the stock shall not be less than par value and shares may not be issued until fully paid. Such stock is intended to be Section 1244 Stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 9011 SW 138 STREET, UNIT G, MIAMI FL 33176 the name of the initial registered agent at that address is: MICHAEL D THOMPSON

ARTICLE - VI - BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation but shall never have less than one. The name and street address of the initial director of this corporation is: MICHAEL D THOMPSON

Prepared by: Val F Matelis, CPA, P.A., 7800 Red Road, S Miami, FL 305-663-0195

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ARTICLE - VII - INCORPORATOR

The name and address of the incorporator of the corporation is: MICHAEL D THOMPSON, 9011 SW 138 STREET, UNIT G, MIAMI, FL 33176

ARTICLE VIII - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon dividends due them for any indebtedness by the shareholders to the corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting, with not less than a two-thirds vote of the common stock.

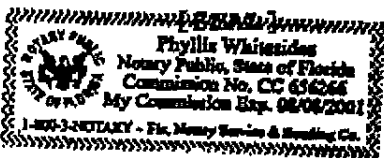
IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 30TH day of APRIL 1998.

STATE OF FLORIDA)
COUNTY OF DADE)

Michael D Thompson
MICHAEL D. THOMPSON

BEFORE ME, the undersigned authority, personally appeared MICHAEL D THOMPSON before me well known and known to me to be the person described herein and who executed the foregoing instrument, and acknowledged to and before me that the instrument was executed for the purpose therein expressed.

WITNESS my hand and official seal this 30TH day of APRIL 1998.



Phyllis Whitesides
Notary Public
State of Florida at Large
My Commission Expires: ~~08/08/98~~

REGISTERED AGENT ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Michael D Thompson
MICHAEL D THOMPSON

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TALLAHASSEE, FLORIDA

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