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TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-05/11/98--01037--015
*****78.75 *****78.75

SUBJECT: Roger Gardner, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75.

FROM: Roger Gardner
2414 Falcon Lane
Palm Harbor, FL 34683
813-461-3995

FILED
98 MAY 11 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 5/14/98

FILED

98 MAY 11 AM 8:54

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

***ARTICLES OF INCORPORATION
of
ROGER GARDNER, INC.***

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is ROGER GARDNER, INC..
2414 Falcon Lane
Palm Harbor, FL 34683

**ARTICLE II
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

ROGER GARDNER
2414 FALCON LANE
PINELLAS County
PALM HARBOR, FL 34683

**ARTICLE IV
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

ROGER GARDNER
2414 FALCON LANE
PALM HARBOR, FL 34683

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VI
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

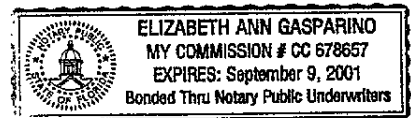
Roger T. Gardner

ROGER GARDNER, Incorporator D#FI 6635-738-41-403
2414 FALCON LANE
PALM HARBOR, FL 34683

State of Florida, County of PINELLAS, ss:

Subscribed and sworn to (or affirmed) before me this 6 day of May, 1998.

Elizabeth Ann Gasparino
Notary Public



CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the state of Florida.

The name and address of the registered agent and office is:

Roger Gardner
2414 Falcon Lane
Palm Harbor, FL 34683

Signature: _____

Roger T. Gardner

Title : President

Date : _____

President

Having been named as registered agent and 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 : _____

Roger T. Gardner

Date : _____

05-06-98

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