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June 1, 1998

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Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, FL 32301

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Re: Incorporation of AMACHÉ INC.  
Our File No. 0598-2330

Dear Sir or Madam:

Enclosed please find the following:

1. The Articles of Incorporation of AMACHÉ INC.
2. Check number 2059 in the amount of \$122.50 payable to the Secretary of State, for payment of the filing of the Articles of Incorporation.
3. A self-addressed stamped envelope for return of the Articles.

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

*M. Theresa Baker*

M. Theresa Baker, Esq.

MTB/ydw

Enclosures

cc: James M. Scholes

FILED  
98 JUN -3 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
6/4/98

ARTICLES OF INCORPORATION  
OF  
AMACHÉ INC.

FILED  
98 JUN -3 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name and address of this Corporation is are: AMACHÉ INC.,  
10035 County Highway 316, Fort McCoy, Florida 32134.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100 shares of common

stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE V. - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be 10035 County Highway 316, Fort McCoy, Florida 32134, and the initial registered agent of this Corporation at such office shall be **JAMES M. SCHOLES**, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The name and address of the director constituting the Initial Board of Directors is:

James M. Scholes  
Post Office Box 425  
Fort McCoy, FL 32134

**ARTICLE VII - INCORPORATORS**

The name and street address of the person signing these Articles of Incorporation is:

James M. Scholes  
Post Office Box 425  
Fort McCoy, FL 32134

**ARTICLE VIII - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify its officer(s), director(s) and authorized agent for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

**ARTICLE XI - AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

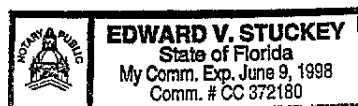
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23 day of May, 1998.

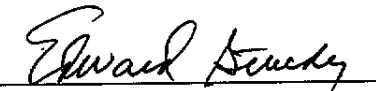
  
JAMES M. SCHOLES

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of MAY, 1998, by JAMES M. SCHOLES, who is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC:



Sign   
Print Edward Stuckey  
State of Florida at Large  
My Commission Expires: 6-4-98

**ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated

corporation at 10035 County Highway 316, Fort McCoy, Florida 32134, 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.

Date: James M. Scholes

JAMES M. SCHOLES

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