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MARK WELTON & ASSOCIATES, P.A.

1078 Ferdon Boulevard South • Suite B
Crestview, Florida 32536
*Also admitted in Alabama

*Blessed is the man that
walketh not in the counsel of the
ungodly... But his delight
is in the Law of the Lord.
Psalms 1:1,2*

Mark H. Welton*
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June 4, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800002551808--7
-06/08/98--01135--003
*****70.00 *****70.00

Re: **Tilcorey, Inc.**

Dear Madam or Sir:

Enclosed please find the original Articles of Incorporation and Designation of Registered Agent for service of process on the above-captioned corporation. It is our wish that the corporate existence of the corporation begin on as soon as filed.

Please process these documents accordingly and return the certificate to the above address.

Included herewith is a check in the amount of \$70.00 to cover the Filing Fee.

Sincerely,

A. Wayne Williamson
A. Wayne Williamson
Mark Welton and Associates, P.A.

Enclosures

FILED
98 JUN -8 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY JUN 10 1998

ARTICLES OF INCORPORATION
OF
TILCOREY, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is **Tilcorey, Inc.**

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 885 N. Ferdon Blvd., Crestview, FL 32536.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the salvage sale and auction of heating and air conditioning equipment owned by Tillman Electric, Charitable Trust.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

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TALLAHASSEE, FLORIDA

ARTICLE FIVE
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1000 shares. and may change upon the vote of not less than 2/3 vote of the outstanding shares. Such shares shall be of a single class of common stock.

ARTICLE SIX
MANAGEMENT OF CORPORATION BY SHAREHOLDERS

This is a closely held family corporation with the intent to be a family run business, therefore the Shareholders shall run this company in place of an elected board of directors. The initial officers of this corporation are as follows:

Name:

Address:

Fred Tillman
Vice-President

885 N. Ferdon Blvd.
Crestview, FL 32536

Mark Welton
President

1078 S. Ferdon Blvd., Suite B
Crestview, FL 32536

ARTICLE SEVEN
POWERS TO AMEND ARTICLES OR ESTABLISH BY-LAWS

The power to adopt, alter, or amend or repeal by-laws shall be vested in the shareholders.

ARTICLE EIGHT
ACTION BY WRITTEN CONSENT

Any action required by law, the Articles of Incorporation or the By-Laws of this corporation to be taken at any annual or special meeting of the Shareholders of the corporation or any action which may be taken at any annual or special meeting such Shareholders, may be taken without a meeting, without prior notice or without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

ARTICLE TEN

INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

Fred Tillman
885 N. Ferdon Blvd.
Crestview, FL 32536

ARTICLE ELEVEN

INITIAL REGISTERED OFFICE AND AGENT

The initial office and registered agent of this corporation is as follows:

Welton & Williamson, P.A.
1078 Ferdon Boulevard, South, Suite B
Crestview, FL 32536

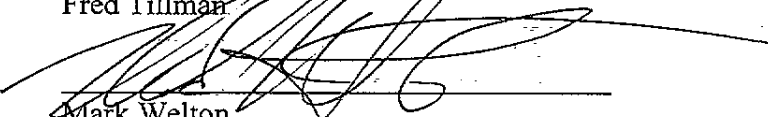
ARTICLE TWELVE

AMENDMENTS

The Shareholders shall have the power to alter, amend, or repeal provisions of these articles.

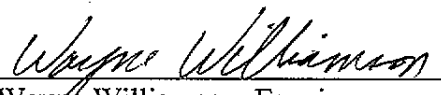
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation,
this 4th day of June, 1998.


Fred Tillman


Mark Welton

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the above listed address. *I hereby consent to act in the capacity, and agree to comply with the provisions of the law relative to the registered agent.*


Wayne Williamson, Esquire
Welton & Williamson, P.A.

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