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CONTACT: RAY STORMONT  
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NAME: PEERLESS, INC.

AUDIT NUMBER.....H98000011458

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

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**ARTICLES OF INCORPORATION**

**OF**

**PEERLESS, INC.**

Andrea Warren, the undersigned to these Articles of Incorporation, who is a natural person, competent to contract, hereby forms a corporation under the Laws of the State of Florida.

**ARTICLE I**

**NAME OF THE CORPORATION**

The name of this corporation will be Peerless, Inc.

**ARTICLE II**

**PURPOSE**

This corporation is organized for the following purposes: advertising and for any other purpose or purposes allowed under the laws of the State of Florida, and the laws of the United States.

**ARTICLE III**

**TERM OF EXISTENCE**

This corporation will exist perpetually.

**ARTICLE IV**

**PRINCIPAL PLACE OF BUSINESS**

The initial street address and the principal office of this corporation is 3524 Harwick Court, Lake Worth, Fl. 33467. The Board of Directors may from time to time move the principal office to any other address.

**RICHARD J. MONESCALCHI, P.A.**  
ATTORNEY AT LAW  
WEST LAKE OFFICE MEDICAL CENTER  
6094 LAKE WORTH ROAD, SUITE 203  
LAKE WORTH, FLORIDA 33467  
561-968-7877

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**ARTICLE V**

**DIRECTORS**

This corporation will have three (3) director initially. The number of directors may be increased or diminished from time to time in accordance with the procedure specified in the corporation's By-Laws. The number of directors will never be fewer than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Andrea Warren	3524 Harwick Court Lake Worth, FL 33467
Barry Shout	5795 LA Paseos Drive Apt. B-1 Lake Worth, FL 33463
Linda Warren	3524 Harwick Court Lake Worth, FL 33467

**ARTICLE VI**

**INCORPORATORS**

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

<u>Name</u>	<u>Address</u>
Andrea Warren	3524 Harwick Court Lake Worth, FL 33467

**ARTICLE VII**

**REGISTERED AGENT**

The initial designation of the registered office of this corporation will be at 3524

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Harwich Court, Lake Worth, FL 33467, and the Registered Agent will be Andrea Warren.

Pursuant to Florida Statutes, having been named to accept process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept and agree to act in this capacity and agree to comply with all the provisions of said Statutes relative to the proper and complete performance of my duties.

Andrea Warren  
Andrea Warren

**ARTICLE VIII**

**CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of stock at ONE AND NO/100 (\$1.00) DOLLAR par value, which stock will be designated in "common shares."

**ARTICLE IX**

**CUMULATIVE VOTING**

At each election for directors, every shareholder entitled to vote at such election will have the right to cumulate his votes, by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE X**

**MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate at the meetings of the Board of Directors as provided by law, by means of a conference telephone or similar communication equipment, by means of which all persons participating in the meeting can

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hear each other at the same time. Participation by such means will constitute presence in person at the meeting.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended in the manner as provided by law. The corporation reserves the right to amend or repeal any provisions contained herein or any amendment hereto.

IN WITNESS WHEREOF, I, Andrea Warren, the incorporator of the above named corporation, have set my hand and seal this 18 day of June 1998.

Andrea Warren  
ANDREA WARREN

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County last aforesaid to take acknowledgments, personally appeared ANDREA WARREN, known to me to be the person described as an incorporator in, and who executed the foregoing Articles of Incorporation and that he acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the State and County last aforesaid this 18 day of June 1998.

My Commission Expires:

Tracy Corder  
Notary Public



Tracy Corder  
MY COMMISSION # 00638000 EXPIRES  
May 23, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

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**CERTIFICATE 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 designation the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: Peerless, Inc.
2. The name and address of the registered agent and office is: Andrea Warren, 3524 Harwich Court, Lake Worth, FL 33467.

SIGNATURE: Andrea Warren (Corporate officer)

TITLE: Registered agent

DATE: 6-18-98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNED 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: Andrea Warren

DATE: 6-18-98

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