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ANDREWS CONSOLIDATED ENTERPRISES, INC.

198 Burk Street
Lake City, Florida 32055

June 30, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

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In re: Request to Incorporate

Gentlepersons:

Our business is formally submitting written application for incorporation to become effective July 1, 1998.

Our chosen corporate name and address is as follows:

ANDREWS CONSOLIDATED ENTERPRISES, INC.

198 Burk Street
Lake City, Florida 32055

The accompanying check in the amount of \$ 131.25 pays the fees for filing, certified copy and certificate.

I am our designated resident agent. My daytime telephone number is (850) 567 - 2092. Please contact me as necessary to complete the incorporation procedures as soon as practicable.

Thank you.

Cordially yours,



Bill Andrews

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 30 AM 8:28

Enclosures:

- 1 original and 1 copy of Articles of Incorporation
- 1 original and 1 copy of Certificate Designating Place of Business of Domicile for Service of Process
- Check for \$ 131.25

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ARTICLES of INCORPORATION
of

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ANDREWS CONSOLIDATED ENTERPRISES, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. - NAME

The name of the corporation is:

Andrews Consolidated Enterprises, Inc.

ARTICLE II. - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III. - NATURE OF BUSINESS

The general nature and purpose of the business to be transacted by the corporation is:

To engage in consulting, sales and services and related activities necessary, proper, advisable or convenient for the accomplishment of said purposes, or the attainment of any of the objects set forth.

To conduct business, have one or more offices, and buy, hold mortgage, sell, convey, lease, pledge, create security interest in, or otherwise dispose of real and personal property, including patents, copyrights, trademarks, and licenses, in the State of Florida and all other states.

To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as requires.

To purchase the corporate assets of any other corporation and engage in the same or other character of business and engage in any and every activity of business permitted under the laws of the United States of America and of the State of Florida.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of the indebtedness created by any other corporation for the State of Florida or any other state of government, and while owner of such stock to exercises all the rights, powers and privileges of ownership, including the right to vote such stock.

To do everything necessary and proper for the accomplishment of any of the purposes,

or the attainment of any of the objects, or the furtherance of any of the powers herein before set forth, and to do every act or acts, thing or things, incidental to or growing out of or connected with them or any part or parts thereof, either alone or in association with other corporation, firms, or individuals, that are not inconsistent with the Florida Corporation Law or by any other law or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district or possession of these United States, or in any foreign country to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States or by the foreign country.

ARTICLE IV. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at anyone time is ONE THOUSAND (1,000) shares of common stock, having a nominal or par value of ONE DOLLAR (\$1.00) per share. The consideration to be paid for each share shall be in lawful money of the United States of America, property, or other valuable consideration, but not labor or services. All common stock shall be voting stock with one vote per share. This stock shall be stock in accordance with Section 1244 of the Internal Revenue Code.

ARTICLE V. - ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

198 Burk Street
Lake City, Florida 32055

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

The name and address of the initial registered agent is:

Bill Andrews
198 Burk Street
Lake City, Florida 32055

ARTICLE VI. - DIRECTORS

This corporation shall have one (1) director. The number of directors may be increased or decreased from time to time by the bylaws adopted by a majority of the voting stock, but shall never be less than one. By vote of majority of voting stock, the stockholders may delegate the powers and duties of the directors to one or more stockholders.

ARTICLE VII. - INITIAL DIRECTORS

The name and address of the persons who shall serve as directors until the first meeting of the shareholders, or until the successors shall have been elected and qualified, are as follows:

Bill Andrews

198 Burk Street
Lake City, Florida 32055

ARTICLE VIII. - SUBSCRIBERS

The names and post office addresses of the subscribers and incorporators are the same as the initial directors presented in Article VII. - Initial Directors.

ARTICLE IX. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law and also as stated herein. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.



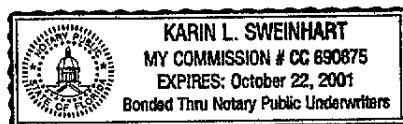
Bill Andrews
Incorporator

STATE OF FLORIDA

COUNTY OF Leon

Before me the undersigned authority, personally appeared **BILL ANDREWS** who to me are individually well-known or who produced sufficient identification to be the person described in and who subscribed to the above Articles of Incorporation and each did freely and voluntarily acknowledge before me according to the law that each made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Tallahassee, FL in said County and State this 29th day of June, 1998.


NOTARY PUBLIC
State of Florida

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business of Domicile for the Service of Process Within This State,
Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and
Directors.

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The following is submitted, in compliance with Chapter 49.091, Florida Statutes:

**ANDREWS CONSOLIDATED ENTERPRISES, INC.**


a corporation organized (or organizing) under the laws of the State of Florida, with its principal  
office at 198 Burk Street in the city of Lake City, County of Columbia, State of Florida has  
named BILL ANDREWS, located at 198 BURK STREET, city of LAKE CITY, County of  
COLUMBIA, Florida, as its agent to accept service of process within this state.

**OFFICERS:**

| NAME         | TITLE               | ADDRESS                                     |
|--------------|---------------------|---------------------------------------------|
| Bill Andrews | President           | 198 Burk Street<br>Lake City, Florida 32055 |
| Bill Andrews | Secretary-Treasurer | 198 Burk Street<br>Lake City, Florida 32025 |

**DIRECTORS:**

|              |               |
|--------------|---------------|
| Bill Andrews | same as above |
|--------------|---------------|

By:   
Bill Andrews, Secretary-Treasurer

ANDREWS CONSOLIDATED ENTERPRISES, INC.

STATEMENT OF REGISTERED AGENT

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND  
RESPONSIBILITIES AS REGISTERED AGENT FOR SAID  
CORPORATION.



Bill Andrews  
198 Burk Street  
Lake City, Florida 32055

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