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MACKEY & RANREW, P.A.
ATTORNEYS AT LAW

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Thomas C. Ranew, Jr.

July 2, 1998

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

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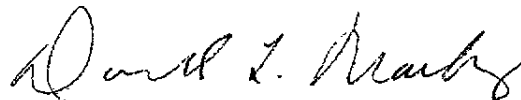
Re: Dena & Phillis Enterprises, Inc.

TO WHOM IT MAY CONCERN:

Enclosed is the original and one copy of Articles of Incorporation for the above-captioned Florida corporation, together with our trust account check in the amount of \$70. Please acknowledge receipt and filing of the articles on the acknowledgment copy which is enclosed and return it to me at the above address.

Thank you for your attention to this matter.

Very truly yours,



DAVID L. MacKAY
For the Firm

DLM/jf

Enclosures

98 JUL - 6 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

B. BROCK JUL 07 1998

**ARTICLES OF INCORPORATION
OF
DENA & PHILLIS ENTERPRISES, INC.**

APPROVED
AND
FILED
98 JUL -6 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is **DENA & PHILLIS ENTERPRISES, INC.**

ARTICLE II - Duration

The period of its duration is perpetual.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business and activities permitted under the laws of the United States and Florida.

ARTICLE IV - Capital Stock and Voting Rights

The aggregate number of shares which this corporation shall have authority to issue and have outstanding at any time shall be 10,000 shares of common stock of par value of \$.01 per share.

**ARTICLE V - Initial Registered Office,
Principal Office and Mailing Address**

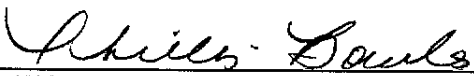
The street address of the initial registered office, the principal office and mailing address of the corporation is 3894 Southeast 48th Street, Ocala, Florida, 34480.

**ARTICLE VI - Initial Registered
Agent - Designation and Acceptance**

The name of the initial registered agent of this corporation is PHILLIS BOWLES, whose address is 3894 Southeast 48th Street, Ocala, Florida, 34480, who signed these Articles of Incorporation to indicate her acceptance and agreement to act in this capacity as contemplated by § 607.164, Florida Statutes.

ACCEPTANCE

I HEREBY ACCEPT the appointment as Registered Agent of DENA & PHILLIS ENTERPRISES, INC., and agree to act in that capacity.



PHILLIS BOWLES
Registered Agent

ARTICLE VI - Board of Directors

The corporation shall initially have two (2) Directors, who shall serve concurrent one-year terms. The number of Directors may be increased or decreased by amendment to the bylaws of the corporation. The names and addresses of the initial Directors of this corporation are:

PHILLIS BOWLES	3894 Southeast 48 th Street Ocala, Florida 34480
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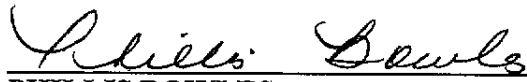
DENA VAUGHN	1450 Southeast Eighth Street Ocala, Florida 34471
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ARTICLT VIII - Amendment of Articles

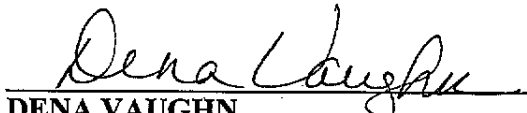
These Articles of Incorporation shall only be amended by a unanimous vote of the shares carrying voting rights.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 30TH day of June, 1998.

SUBSCRIBERS:



PHILLIS BOWLES



DENA VAUGHN

APPROVED
AND
FILED

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