CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8370 • 1-800-342-8062 • Fax (850) 222-1222

FILED MICRETARY OF STATE MISSION OF CORPORATIONS

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FILEO SECRETARY OF STATE DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

<u>of</u>

98 JUL 24 AM 10: 48

OTSEGO, INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be OTSEGO, INC. The mailing address of the Corporation shall be, 7465 Manatee Avenue West, Bradenton, Florida 34209.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be one thousand (1,000) shares of common stock having no par value.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director, whose name and address is as follows:

NAME

ADDRESS

SHERRY BORZA

7914 - 4th Avenue West Bradenton, Florida 34209

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 7465 Manatee Avenue West, Bradenton, Florida 34209.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be SHERRY BORZA.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

SHERRY BORZA

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7914 - 4th Avenue West Bradenton, Florida 34209 IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this day of July, 1998.

SHERRY BORZA

STATE OF FLORIDA COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared SHERRY BORZA, to me known to be the person described in and who executed the foregoing Articles of Incorporation and that she acknowledged before me that she executed the same. I relied upon the following form of identification of the above named person:

 who	is	personally	known	to	me,					
 who produced								as		
identification.										

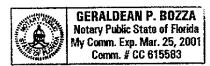
WITNESS my hand and official seal in the County and State last aforesaid this 23 day of July 1998.

Signature

Printed Name

Notary Public-State of Florida Commission No.

My Commission Expires:



ACCEPTANCE

I hereby accept to act as initial Registered Agent for OTSEGO, INC., as stated in these Articles of Incorporation.

SHERRY BORNA

CORP\ARTICLES

OR III OF CURPURALIDA