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August 7, 1998

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Secretary of State
STATE OF FLORIDA
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Tortoise Safe, Inc.

300002611919--9
-08/10/98--01088--001
*****70.00 *****70.00

Gentlemen:

In order to incorporate the above-referenced corporation, we have enclosed the following:

1. One executed original and one copy of the Articles of Incorporation of Tortoise Safe, Inc.; and
2. A check in the total amount of \$70.00 representing the following:
 - a) \$35.00 filing fee;
 - b) \$35.00 fee for registered agent.

Please file the enclosed document as soon as possible and return a stamped copy of the Articles to the undersigned in the enclosed postage-paid, self-addressed envelope. Your attention to this matter is greatly appreciated.

Sincerely,

ZIMMERMAN, SHUFFIELD, KISER
& SUTCLIFFE, P.A.

William R. Lowman, Jr.

WRL/vel
Enclosures

cc: Rodney J. Lowman

RP
081298

**ARTICLES OF INCORPORATION
OF
TORTOISE SAFE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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THE UNDERSIGNED, acting as sole incorporator of TORTOISE SAFE, INC. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is TORTOISE SAFE, INC.

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000), consisting of a single class of common stock, One Cent (\$0.01) par value per share.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 147 Bilbao Street, Royal Palm Beach, Florida 33470. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is 147 Bilbao Street, Royal Palm Beach, Florida 33470.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 147 Bilbao Street, Royal Palm Beach, Florida 33470, and the initial Registered Agent at such address is Rodney J. Lowman.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall

the number of Directors be less than one (1). The name and address of the person who is to serve as initial Director until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

Rodney J. Lowman 147 Bilbao Street 33411 RLL
Royal Palm Beach, Florida ~~33470~~

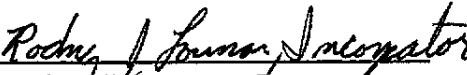
ARTICLE VII
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203(1), Fla. Stat., the corporation's corporate existence shall be deemed to have commenced immediately upon the filing of these Articles with the Florida Department of State.

ARTICLE VIII
INCORPORATOR

The name and address of the sole incorporator of the corporation is Rodney J. Lowman, 147 Bilbao Street, Royal Palm Beach, Florida ~~33470~~ 33411 RLL

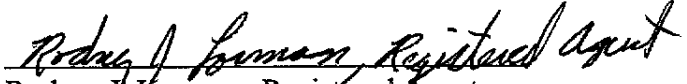
IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 23 day of July, 1998.


Rodney J. Lowman, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 23 day of July, 1998.


Rodney J. Lowman, Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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