

Ronald W. Young, P.A.

ATTORNEY-AT-LAW

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P98000082981

September 18, 1998

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL

000002647420--5

-09/23/98-01080-008

***122.50 ***122.50

Re: Verti-King International, Inc.

Gentlemen:

Please find enclosed the original and one copy of the proposed Articles of Incorporation in the above matter, together with Designation of Resident Agent. Also enclosed is my check in the amount of \$122.50 for filing same.

If there is anything further you require, please do not hesitate to contact me.

Sincerely,

RONALD W. YOUNG, ESQUIRE

RWYR/be
Enclosures - As indicated

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 SEP 23 PM 2:58

FILED

TA-9/24/98

ARTICLES OF INCORPORATION
OF
VERTI-KING INTERNATIONAL, INC.

FILED
98 SEP 23 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is Verti-King International, Inc.

ARTICLE II

The corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III

The corporation may engage in any activities or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The initial post office address of the principal office of this corporation in the State of Florida is 2314 Leonard Drive, Seffner, FL 33584. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE V

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE VI

The name and address of the registered agent is Gail L. Weaver, 2314 Leonard Drive, Seffner, FL 33584.

ARTICLE VII

This corporation is to exist perpetually.

ARTICLE VIII

The corporation shall be governed by a Board of Directors of no less than one nor more than ten directors. The number of Directors herein provided for may be increased or decreased within these limits at any regular or special meeting of the Directors.

ARTICLE IX

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified is Gail L. Weaver, 2314 Leonard Drive, Seffner, FL 33584

ARTICLE X

The name and post office address of the initial President, Secretary-Treasurer is Gail L. Weaver, 2314 Leonard Drive, Seffner, FL.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, unless all the Directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

The name and address of the Incorporator signing these Articles is Gail L. Weaver, 2314 Leonard Drive, Seffner, FL 33584.

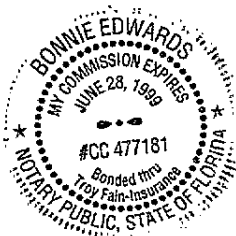
IN WITNESS WHEREOF I have hereunto set my hand and seal, acknowledge and file the foregoing Articles of Incorporation under the laws of the State of Florida this 18th day of September, 1998.

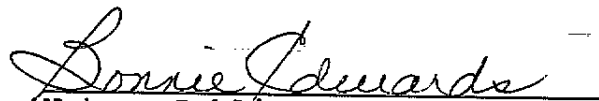

GAIL L. WEAVER

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared GAIL L. WEAVER, who being personally known to me and who did take an oath, after being first duly sworn, deposes and says that he has read the foregoing, and that the matters and things contained therein are true and correct.

SWORN TO and subscribed before me this 18th day of September, 1998.




Notary Public
My Commission Expires:

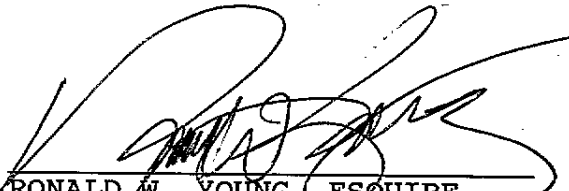
DESIGNATION OF RESIDENT AGENT

The initial Resident Agent of this corporation will be Gail L. Weaver, and said Resident Agent's address for service of process will be 2314 Leonard Drive, Seffner, FL 33584.

I, GAIL L. WEAVER, do hereby accept appointment as Resident Agent for VERTI-KING INTERNATIONAL, INC.



GAIL L. WEAVER
Resident Agent



RONALD W. YOUNG, ESQUIRE
200 West M. L. King, Jr. Blvd.
Tampa, Florida 33603
(813) 226-2211

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA