

P98000102033

December 1, 1998

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32301

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-12/04/98--01031--001
*****78.75 *****78.75

Subj: Incorporation of SCHILL ENTERPRISES, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$78.75 to cover the filing fees.

3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. Telephone (407) 773-2020

Thank you for your assistance in this matter.

Sincerely,

David M. Schill

David M. Schill

EFFECTIVE DATE

1-1-99

50
12/8

FILED
98 DEC -4 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SCHILL ENTERPRISES, INC.

ARTICLE I. NAME

The name of this corporation is

SCHILL ENTERPRISES, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence effective
January 1, 1999.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 600 shares
of \$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series
as that which he already holds, shall have the right to
purchase his pro rata share (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

FILED
98 DEC -4 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-1-99

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3208 Lago Vista Drive, Melbourne, Florida 32940, and the name of the initial registered agent of this corporation at that address is DAVID M. SCHILL.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

JOSEPH G. SCHILL	ROBERT A. SCHILL, JR.
1102 Milford Lane	255 Delfino Way
Lynchburg, VA 24501	Henderson, NV 89014

DAVID M. SCHILL
3208 Lago Vista Drive
Melbourne, FL 32940

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 3208 Lago Vista Drive, Melbourne, Florida 32940, and the mailing address of the corporation is 3208 Lago Vista Drive, Melbourne, Florida 32940.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

DAVID M. SCHILL
3208 Lago Vista Drive
Melbourne, FL 32940

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 1st day of December, 1998.

David M. Schill
DAVID M. SCHILL

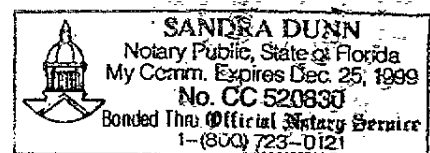
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared DAVID M. SCHILL to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 1st day of December, 1998.

PLP/L# 5400-173-58-464-0

Sandra Dunn
Notary Public



DESIGNATION
AS
REGISTERED AGENT

FILED
98 DEC -4 PM 1:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Section 48.091, and Section 607.034
Florida Statutes, the following is submitted:

That SCHILL ENTERPRISES, INC., desiring to organize under
the laws of the State of Florida, with its principal office at
3208 Lago Vista Drive, Melbourne, Brevard County, Florida 32940,
has named DAVID M. SCHILL, located at 3208 Lago Vista Drive,
Melbourne, Brevard County, Florida 32940, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.

David M. Schill
DAVID M. SCHILL
Registered Agent