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LEROY ALLEN (1902-1975)

L. ROBERT FRANK (1924-1989)

JOHN R. TRINKLE, JR. (1928-1991)

GARY M. WITTERS (1931-1998)

AUTOMATIC TELECOPIER
(813) 229-6682

December 17, 1998

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

Re: *City2City, Inc.*

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-12/21/98--01117--018
*****78.75 *****78.75

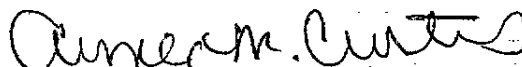
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for City2City, Inc. Once the Articles have been filed, kindly furnish the undersigned with a certified copy of same. A check in the amount of \$78.75 is enclosed for your services.

Your assistance in this matter is greatly appreciated. Please call if you have any questions or concerns.

Very truly yours,

ALLEN, DELL, FRANK & TRINKLE, P.A.



Aimee M. Curtis

Secretary to A. Christopher Kasten

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
CITY2CITY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name

The name of the corporation is City2City, Inc.

ARTICLE II - Principal Office

The principal office and the mailing address of the Corporation is 6544 U.S. Hwy 41 North, Suite 205B, Apollo Beach, Florida 33572, subject to change and relocation by the Board of Directors.

ARTICLE III - Duration of the Corporation

The duration of the Corporation is perpetual. The corporate existence is to commence at the date and time of the filing of the Articles of Incorporation by the Department of State.

ARTICLE IV - Capitalization

The aggregate number of shares which the Corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall have a par value of \$.01 per share.

ARTICLE V - Registered Office and Agent

The street address of the initial registered office of the Corporation is 101 E. Kennedy Blvd., Suite 1240, Tampa, Florida 33602, and the name of the initial registered agent at such address is A. Christopher Kasten, II.

ARTICLE VI - Directors

The number of Directors constituting the Corporation's initial Board of Directors is two (2).

The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
William H. Frith	6544 U.S. Hwy 41 North Suite 205B Apollo Beach, Florida 33572
Janet R. Frith	6544 U.S. Hwy 41 North Suite 205B Apollo Beach, Florida 33572

ARTICLE VII - Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
A. Christopher Kasten, II	101 E. Kennedy Blvd. Suite 1240 Tampa, Florida 33602

ARTICLE VIII - Bylaws

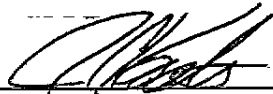
The power to adopt, alter, amend or repeal Bylaws of the Corporation shall be vested in the Board of Directors and the shareholders. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group, except that any Bylaws adopted by the shareholders may provide that it can only be altered, amended or repealed by the shareholders.

ARTICLE IX - Amendment

The power to amend or repeal the Articles of Incorporation may be exercised in the manner provided by the Florida General Corporation Act as follows:

- A. A resolution of the Board of Directors setting forth the proposed changes may be submitted to the shareholders at a shareholders' meeting, if notice of the changes to be made is given; and shall be adopted on receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon;
- B. All the directors and all the shareholders of the Corporation eligible to vote may sign a written statement manifesting their intention that the change shall thereby be adopted;
- C. The shareholders may amend or repeal these Articles of Incorporation without an act of the directors at a meeting for which notice of the changes to be made is given; or
- D. If no shares have been issued, these Articles of Incorporation may be amended or repealed by the affirmative vote of the majority of the directors.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 16th day of December, 1998.



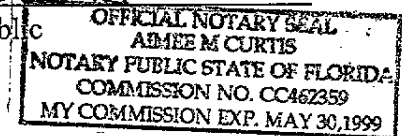
A. Christopher Kasten, II
Incorporator

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 16th day of December, 1998, by A. Christopher Kasten, II, who is personally known to me.



Notary Public
Aimee M. Curtis
Printed Name of Notary Public
My commission expires:



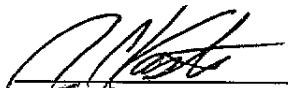
DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF FLORIDA STATUTE §607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA:

1. The name of the Corporation is City2City, Inc.
2. The name and address of the Registered Agent and Registered Office is

A. Christopher Kasten, II
101 E. Kennedy Blvd., Suite 1240
Tampa, Florida 33602

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


A. Christopher Kasten

Date: December 16, 1998

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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