

HARRIS ASSOCIATES
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(800) 339-2092

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*****70.00 *****70.00

Secretary of State
Corporation Records Bureau
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

Please see enclosed original and copy of Articles of Incorporation
for Penelope, Inc.

Also, please see enclosed check in the amount of \$70.00
to cover the costs of incorporation fees of said corporation.

If there are any questions regarding this corporation, please
call the number listed.

Thank You.

Sincerely,


John Harris

FILED
99 JAN -4 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

561-790-2092
Linda GAVE
AUTHORIZATION BY PHONE TO
CORRECT Camp Name
DATE C.B.
DOC. EXAM 1-5-99

OB 99
1-6-99
5

FILED
99 JAN -4 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
PENELOPE, INC.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLES I, NAME

The name of this corporation shall be:

PENELOPE, INC.

ARTICLES II, NATURE OF BUSINESS

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

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One hundred (100) shares of common stock, of one dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than One hundred (\$100.) dollars.

ARTICLE V, TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of the principal office of the corporation shall be: 922 SW 28th Avenue
Boynton Beach, Florida 33433

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director initially. The number of Directors may be either increased or diminished by the by-laws adopted by the shareholders but shall never be less than one. The name and address of the initial Director of this Corporation is:

Penelope Power
922 SW 28th Avenue
Boynton Beach, Florida 33433

ARTICLE VIII, INCORPORATOR

The name and address of the incorporator:

Penelope Power
922 SW 28th Avenue
Boynton Beach, Florida 33433

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders.

ARTICLE X, AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI, SUB CHAPTER S CORPORATION

This corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

In witness whereof, the undersigned, as subscribing incorporators, have hereinto set our hands and seals this 31ST day of December for the purpose of forming this corporation under the laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

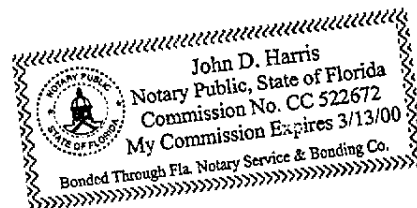
Penelope Power
Penelope Power

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99 JAN -4 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SWORN TO AND SUBSCRIBED BEFORE ME

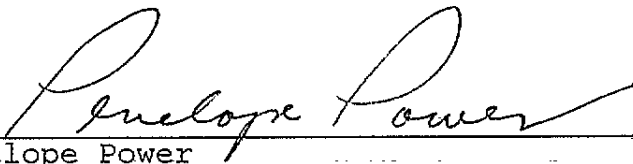
THIS 31ST DAY OF December 1998

John D. Harris
John D. Harris



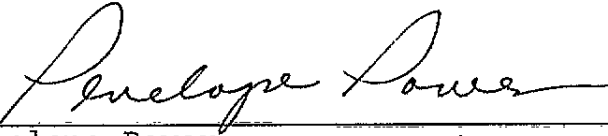
ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent, Penelope Power, at 922 SW 28th Avenue, Boynton Beach, Florida 33433, accepts this position signed below:


Penelope Power

The registered office will be located at
922 SW 28th Avenue, Boynton Beach, Florida 33433.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Penelope Power