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CLAYTON H. BLANCHARD, JR.

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February 2, 1999

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

700002764877--6
-02/04/99-01075-007
122.50 **78.75

RE: *PAYDIRT FOLIAGE, INC.* - Our File No. 99-0097

Dear Sir or Madam:

In reference to the above, enclosed please find *Articles of Incorporation of PAYDIRT FOLIAGE, INC.* to be filed with the Florida Department of State. Also, enclosed please find a check in the amount of \$122.50 for the filing fee and certified copies to be returned to me.

If you should have any questions or comments, please do not hesitate to contact me.

Sincerely,

Clayton H. Blanchard Jr. (TS)
CLAYTON H. BLANCHARD, JR.

CHB:tls

Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PAYDIRT FOLIAGE, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME & ADDRESS

The name of this Corporation is PAYDIRT FOLIAGE, INC.. The principal office, if known, or the mailing address of the Corporation is 30329 County Road 437 South, Sorrento, Florida 32776.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - SHARES

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 30329 County Road 437 South, Sorrento, Florida 327726, and the name of its initial Registered Agent at that address is Eddie H. Saunders.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

EDDIE H. SAUNDERS 30329 County Rd. 437 South, Sorrento, FL 32776

ARTICLE VII - INCORPORATORS

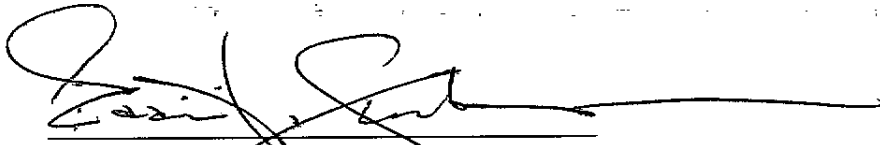
The name and address of each Incorporator is as follows:

EDDIE H. SAUNDERS 30329 County Rd. 437 South, Sorrento, FL 32776

ARTICLE VIII - AMENDMENT

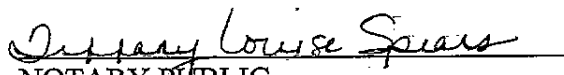
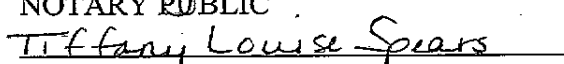
The Corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

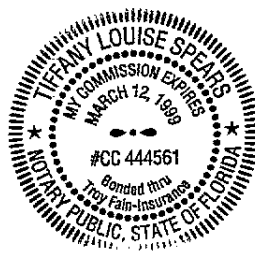
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 28th day of January, 1999.


EDDIE H. SAUNDERS
Incorporator

STATE OF FLORIDA
COUNTY OF LAKE

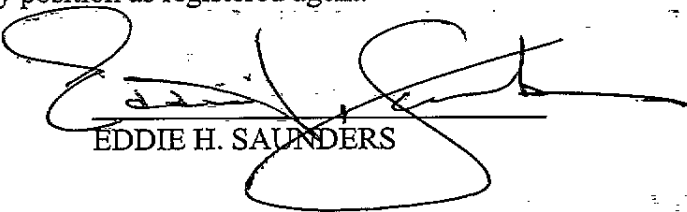
The foregoing instrument was acknowledged before me this 28th day of January, 1999, by EDDIE H. SAUNDERS who is personally known to me or produced _____ as identification and did not take an oath.


NOTARY PUBLIC

(Please Print)
My Commission Expires: 3/12/99



ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.



EDDIE H. SAUNDERS

Date: January 28, 1999

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA