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HEATHER L. DOUDNA

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Clearwater, Florida 33763
(727) 726-0726

February 1, 1999

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-02/05/99-01074-014

****122.50 *****78.75

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

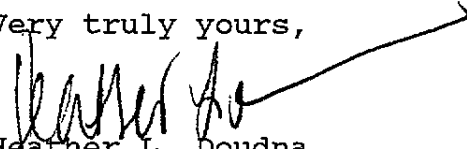
RE: AK-RAY, Corp.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation together with a check in the amount of \$122.50; such sum representing the fee for filing (\$35.00), designation of registered agent (\$35.00) and a certified copy of the Articles of Incorporation (\$52.50).

Thank you for your anticipated cooperation.

Very truly yours,


Heather L. Doudna

Enclosures

FILED
99 FEB -5 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. Hall
FEB -9 1999

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ARTICLES OF INCORPORATION

FOR

AK-RAY, CORP.

FILED

99 FEB -5 PM 12: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is AK-RAY, CORP. The principal address is:

3619 W. Idlewild N., #1107
Tampa, Florida 33614

ARTICLE II

Duration

The duration of the corporation is perpetual.

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

Capital Stock

The aggregate number of shares which the corporation is authorized to issue is FIVE HUNDRED (500) shares of common stock. Such shares will 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 3619 Idlewild N #1107, Tampa, Florida 33614 and the name of its initial registered agent at that address is RAYMOND G. ARIAS.

ARTICLE VI

Initial Board of Directors

The number of directors constituting the initial Board of directors is one. The number of directors may be increased or decreased from time to time in accordance with the by-laws, but shall never be less than one. The name and address of the initial director of the corporation is as follows:

RAYMOND G. ARIAS
3619 W. Idlewild N #1107
Tampa, Florida 33614

ARTICLE VII

Incorporator

The name and address of the incorporator is as follows:

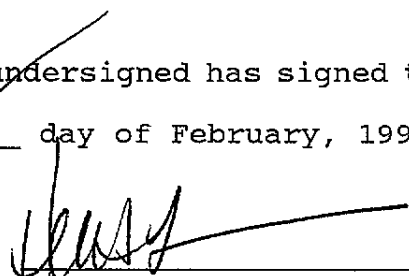
HEATHER L. DOUDNA
2536 Countryside Boulevard
Sixth Floor
Clearwater, Florida 33763

ARTICLE VIII

Amendment

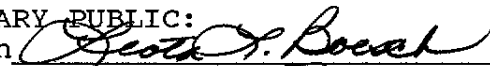
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 18 day of February, 1999.


HEATHER L. DOUDNA
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 18th day of February, 1999, by HEATHER L. DOUDNA, who is personally known to me and who did take an oath.

NOTARY PUBLIC:
sign 
print LEOTA L. BOESCH
State of Florida at Large (Seal)
My Commission Expires:

OFFICIAL NOTARY SEAL
LEOTA L. BOESCH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC667321
MY COMMISSION EXP. JULY 28, 2001

CERTIFICATE OF DESIGNATION

FILED

REGISTERED AGENT/REGISTERED OFFICE

99 FEB -5 PM 12: 26

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

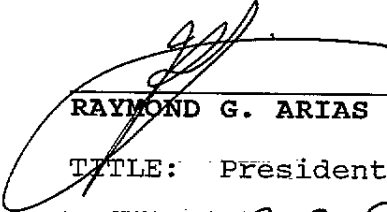
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is:

AK-RAY, CORP.

2. The name and address of the registered agent and office is:

RAYMOND G. ARIAS
3619 W. Idlewild N #1107
Tampa, Florida 33614


RAYMOND G. ARIAS

TITLE: President

DATE: 2-2-99

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.


RAYMOND G. ARIAS

DATE: 2-2-99