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Garrabrants & Diskey, P.A.

Attorneys at Law

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March 22, 1999

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Secretary of State  
State of Florida  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32304

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\*\*\*122.50 \*\*\*\*78.75

RE: Markell, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of Markell, Inc., together with the Certificate Designating Registered Agent and Street Address for Service of Process Within Florida. Also enclosed is my check in the amount of \$122.50 to cover the following fees and tax:

1. \$35.00 - Filing of Articles of Incorporation
2. \$35.00 - Designation of Registered Agent
3. \$52.50 - Certified copies of Articles of Incorporation

Please certify the enclosed copy of the Articles of Incorporation and return same to me in the envelope provided.

Thank you very much for your cooperation in this matter.

Sincerely,

GARRABRANTS & DISKEY, P. A.

Edson L. Garrabrants, Jr.

ELG/ds  
enc.

FILED  
99 MAR 25 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Handwritten initials and date: 3-30-99

ARTICLES OF INCORPORATION  
OF  
MARKELL, INC.

FILED  
99 MAR 25 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is MARKELL, INC..

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSES

This Corporation is organized to include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1975) as presently enacted and as it may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this

Corporation is 4512 Northampton Dr., New Port Richey, Fl. 34653 and the name of the initial registered agent of this Corporation at that address is KELLY STANLEY.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Kelly Stanley	4512 Northampton Dr. New Port Richey, Fl. 34653
Mark Stanley	4512 Northampton Dr. New Port Richey, Fl. 34653
James J. Bennett	1046 Trafalgar Dr. New Port Richey, Fl. 34655

#### ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

Kelly Stanley                      and                      Mark Stanley

#### ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is

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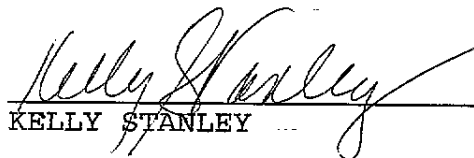


CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA

Pursuant to Florida Statute 48.091, MARKELL, INC., desiring to organize under the laws of the State of Florida, hereby designates KELLY STANLEY, as its Registered Agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as Registered Agent to accept service of process for the above named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statute 48.091(3) relative to maintaining an office for the service of process.

  
KELLY STANLEY

**FILED**  
99 MAR 25 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA