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HOLIDAY, FLORIDA 34691

GERALD A. FIGURSKI, P.A.
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April 6, 1999

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****122.50 *****78.75

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

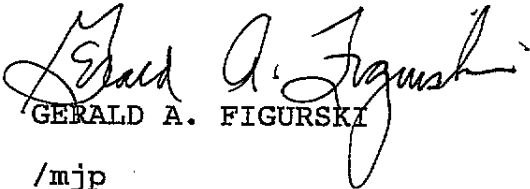
RE: Varner Management Corporation

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for filing. Also enclosed is our firm trust account check in the amount of \$122.50 to cover the filing fee.

Should you have any questions or comments regarding this matter, please do not hesitate to contact me.

Sincerely,


GERALD A. FIGURSKI

/mjp
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -9 AM 7:47

ARTICLES OF INCORPORATION

OF

VARNER MANAGEMENT CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR -9 AM 7:47

The undersigned subscribers, are organizing a corporation for profit pursuant to the Statutes of the State providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be VARNER MANAGEMENT CORPORATION and the principal place of business of said corporation shall be 1366 Riverside Avenue, Tarpon Springs, Florida 34689.

ARTICLE II

The registered office of said corporation shall be in Pasco County, Florida, which address shall be 2435 U.S. Highway 19, Suite 350, Holiday, Florida 34691, and GERALD A. FIGURSKI, is hereby designated as the Registered Agent for service of process for said corporation at said address.

ARTICLE III

The purpose of the corporation is to engage in any activities or business permitted under the laws of the State of Florida or the United States.

ARTICLE IV

This corporation shall be authorized to issue Five Thousand Dollars (\$5,000.00) in stock as follows:

Common Stock	\$1.00 par value \$1.00 per share A total of 5,000 shares
Preferred Stock	No Preferred Stock

ARTICLE V

The corporation shall begin business with a paid in capital of Five Hundred and no/100 Dollars (\$500.00), which may be in cash or the equivalent value in property.

ARTICLE VI

The corporation shall have a perpetual existence unless dissolved according to law.

ARTICLE VII

The number of directors of this corporation initially shall be two (2); however, this number may be changed from time to time by lawful amendment of the By-Laws provided each number shall not be more than nine (9) and less than one (1).

ARTICLE VIII

The name and address of the organizers and the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
T. Mozelle Varner	P.O. Box 643 Tarpon Springs, FL 34688	Director/President/ Secretary
Raymond M. Varner	P.O. Box 643 Tarpon Springs, FL 34688	Director/Vice President/Treasurer

ARTICLE IX

The number of shares of common stock subscribed to by the said corporation are as follows:

<u>Name</u>	<u>Shares</u>
T. MOZELLE VARNER and RAYMOND M. VARNER	One Hundred (100)

ARTICLE X

The corporation shall have a lien on all shares of stock in an amount equal to any debts that a stockholder may owe the corporation.

No transfer of stock shall be valid or binding until the transfer has been duly recorded and entered upon the corporate books.

The power to amend the Certification of Incorporation shall be vested in the Board of Directors, but such amendment shall not become effective until and unless approved by a majority of the stockholders.

IN WITNESS WHEREOF, the undersigned organizers and incorporators have hereunto set their hands and seals this 31st day of March, 1999, for the purpose of forming this corporation under the laws of the State of Florida, and hereby make and file this Certificate of Incorporation in the Office of the Secretary of State of Florida and certify that the facts therein are true.

Witnesses:

Maurice J. Dea
Ernest G. Zyzanski

T. Mozelle Varner
T. MOZELLE VARNER
Raymond M. Varner
RAYMOND M. VARNER

STATE OF FLORIDA)
COUNTY OF PASCO)

The foregoing Articles of Incorporation was acknowledged before me this 21st day of March, 1999, by T. MOZELLE VARNER and RAYMOND M. VARNER, (who are personally known to me) or have produced _____ as identification and who did take an oath.

Maureen J. Peck
Notary Signature

Maureen J. Peck
Name of Notary Printed



Maureen J. Peck
MY COMMISSION # CC568950 EXPIRES
September 24, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

Dated: 4-7-99, 1999

Gerald A. Figurski
GERALD A. FIGURSKI
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -9 AM 7:47