

April 7, 1999

Florida Dept. of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32301

Subj: Incorporation of JAMES MICHAEL, INC.

Dear Sir:

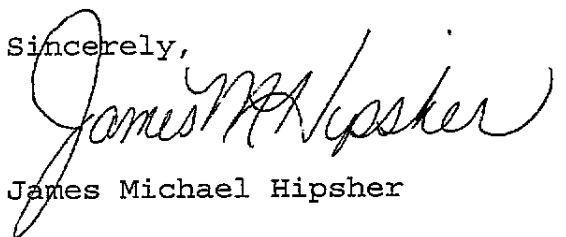
Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fees.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. Telephone Number (407) 773-2020.

Thank you for your assistance in this matter.

Sincerely,

  
James Michael Hipsher

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

OF

JAMES MICHAEL, INC.

ARTICLE I. NAME

The name of this corporation is

JAMES MICHAEL, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

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

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5860 N. Wickham Road, Suite 3C, Melbourne, Florida 32940, and the name of the initial registered agent of this corporation at that address is JAMES MICHAEL HIPSHER.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation are:

JAMES MICHAEL HIPSHER  
2616 Aston Circle  
Melbourne, Florida 32940

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 5860 N. Wickham Road, Suite 3C, Melbourne, Florida 32940, and the mailing address of the corporation is 5860 N. Wickham Road, Suite 3C, Melbourne, Florida 32940.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

JAMES MICHAEL HIPSHER  
2616 Aston Circle  
Melbourne, Florida 32940

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 7th day of April, 1999.

  
JAMES MICHAEL HIPSHER

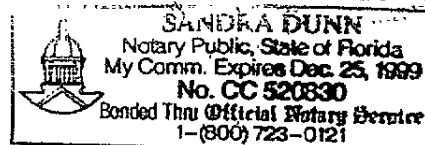
STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JAMES MICHAEL HIPSHER to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 7th day of April, 1999.

RLPL # H126-453-72-062-0

  
Notary Public



DESIGNATION  
AS  
REGISTERED AGENT

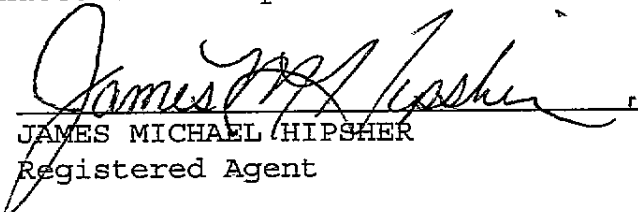
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In compliance with Section 48.091, and Section 607.034,  
Florida Statutes, the following is submitted:

That JAMES MICHAEL, INC., desiring to organize under the  
laws of the State of Florida, with its principal office at 5860  
N. Wickham Road, Suite 3C, Melbourne, Brevard County, Florida  
32940, Brevard County, has named JAMES MICHAEL HIPSHER, located  
at 5860 N. Wickham Road, Suite 3C, Melbourne, Brevard County,  
Florida 32940, as its agent to accept service of process within  
this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above named Corporation, at the place designated in this  
certificate, the undersigned agrees to act in this capacity,  
and agrees to comply with the provisions of Florida law  
relative to keeping the designated office open.

  
JAMES MICHAEL HIPSHER  
Registered Agent