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FLORIDA PROFIT CORPORATION OR P.A.

Veles & Veles, Inc.

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ARTICLES OF INCORPORATION
OF VELES & VELES, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

I

The name of the corporation shall be Veles & Veles, Inc.

II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 7,500.00 shares. All such shares shall be of a single class, designated as common.

IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

V

The corporation elects to have preemptive rights.

Prepared by Philip W. Dann
Attorney at Law; Fla. Bar No. 126786
540 Fourth Street North
St. Petersburg FL 33701
(727) 822-5656

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VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of no directors as the corporation shall be managed by the shareholders until such time, if ever, as a majority of the shareholders elect to have the corporation managed by a board of directors.

IX

The initial registered agent of the corporation is Chester J. Veles. The street address of the corporation's initial registered office is 601 71st Avenue, St. Petersburg Beach FL 33706.

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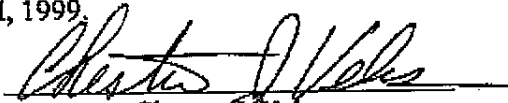
X

The principal place of business and mailing address of this corporation shall be the same as the corporation's initial registered office.

XI

The name and address of the incorporators to these Article of Incorporation are Chester J. Veles and Louise Veles, is 601 71st Avenue, St. Petersburg Beach FL 33706.

The undersigned incorporator has executed these Articles of Incorporation this 20 day of April, 1999.



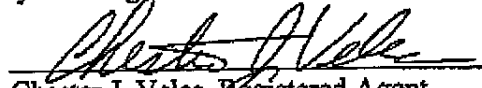
Chester J. Veles



Louise Veles

Acceptance by Initial Registered Agent

The undersigned initial registered agent of the above chartered corporation accepts his designation as registered agent and agrees to faithfully discharge the duties of the office.



Chester J. Veles, Registered Agent
Dated: 4/20/99

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