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99000043048

April 25, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/07/99--01145--003
*****70.00 *****70.00

Greetings:

Please file Articles of Incorporation for SUPERDEV, INC..

An original and a copy of the Articles are enclosed along with an Acceptance of Appointment as Registered Agent and a check in the amount of \$70.00. The check represents payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent Appointment	<u>35.00</u>
Total	<u>\$ 70.00</u>

Please send the date-stamped copy of the Articles to me at the address set forth above.

Feel free to telephone me should you have any questions.

Thank you.

Sincerely,



Andrew L. Graham

ALG/cmp

FILED
99 MAY -7 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 12 1999

**ARTICLES OF INCORPORATION
OF
SUPERDEV, INC.**

FILED

99 MAY - 7 AM 9:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is SUPERDEV, INC.

ARTICLE II ADDRESS

The corporation's address is 505 Avenue A N.W., Suite 310, Winter Haven, Florida 33881.

ARTICLE III COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence will commence April 25, 1999; provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE IV BUSINESS AND POWERS

The corporation may engage in any activity or business not prohibited by the laws of the United States or the State of Florida and will have the power and authority to do everything necessary, proper, advisable or convenient to accomplish its purposes and to do all other things incidental thereto or connected therewith which are not prohibited by law or these Articles of Incorporation.

ARTICLE V AUTHORIZED SHARES

The corporation is authorized to issue 10,000 shares of \$0.01 par value common stock, each of which will confer the same rights and privileges as conferred by all the other common shares of the corporation. Shareholders of the corporation will not have preemptive rights.

ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 505 Avenue A N.W., Suite 310, Winter Haven, Florida 33881 and the initial registered agent at that same address is William H. Sands.

ARTICLE VII INITIAL DIRECTOR

The following individual will be the initial director of the corporation:


William H. Sands

The initial director will hold office for the first year of the corporation's existence and until his successor is duly elected and qualified, subject to his earlier resignation, or his removal from office by the shareholders of the corporation any time with or without cause.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is William H. Sands, 505 Avenue A N.W., Suite 310, Winter Haven, Florida 33881.

The undersigned incorporator has executed these Articles of Incorporation this 25th
day of April, 19 99.


William H. Sands, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation set forth below. I am familiar with and accept the obligations of this position.

1. The name of the corporation is SUPERDEV, INC.
2. The name and address of the registered agent is:

William H. Sands
505 Avenue A, N.W. Suite 310
Winter Haven, Florida 33606



William H. Sands

Date: _____

4/25/99

FILED

99 MAY -7 AM 9:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA