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BITS & BYTES ACCOUNTING SERVICES, INC.

6215 Syringa Lane Jacksonville, FL 32211

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS
Amendment
Resignation of R.A., Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
 Мегдет

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OTHER FILINGS.
Annual Report
Fictitious Name
Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
-	Reinstatement
	Trademark
	Other

FILED 1999 JUN - 1 AM 7: 54 SECRETARY OF BEALE TALLAHASSEE, FLORIDA

Examiner's Initials

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ARTICLE I -- NAME

The name of this corporation is GARY ARNOLD ENTERPRISES, INC.

ARTICLE II--DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV-- CAPITAL STOCK

This corporation is authorized to issue 7500 shares of One Dollar (1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V -- PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata 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 6215 Syringa Lane, Jacksonville, FL 32211 and the name of the initial registered agent of this corporation is Iona K. Coates.

ARTICLE VII-- INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the corporation and shall be increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

Gary Arnold, 1794-B Rogero Road, Jacksonville, FL 32211

ARTICLE VIII -- INCORPORATORS

The name and address of the Incorporator signing these articles is:

Gary Arnold, 1794-B Rogero Road, Jacksonville, FL 32211

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 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 Incorporator has executed these Articles of Incorporation on the 25th day of May.

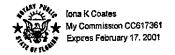
Gary Arnold

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Gary Arnold known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and county above, this day of May, 1999.

Notary Public, State of Florida



CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statues, the following is submitted:

First, that desiring to organize and/or qualify under the laws of the State of Florida, with its principle place of business at 1794-B Rogero Road, Jacksonville, FL 32211 has named Iona K. Coates, located at 6215 Syringa Lane, Jacksonville, FL 32211 its agent to accept service of process within Florida.

Dated <u>5-25-99</u>

Gary Arnold

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Iona K. Coates Registered Agent

SIGNED AND SWORN TO: This 25th day of May, 1999.