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BLACK, CROTTY, SIMS, HUBKA,
BURNETT, BIRCH AND SAMUELS, L.L.P.

DAVID L. BLACK
(1900-1974)
MARVIN SAMUELS
(1953-1988)

G. LARRY SIMS
HAROLD C. HUBKA
RANDOM R. BURNETT
DONALD M. BIRCH, JR.
KATHLEEN L. CROTTY
MARLA J. RAWNSLEY
MICHAEL D. CROTTY

ATTORNEYS & COUNSELORS AT LAW

501 N. GRANDVIEW AVENUE, 3RD FLOOR
SUNTRUST BUILDING
P.O. DRAWER 265669

DAYTONA BEACH, FLORIDA 32126-5669
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OF COUNSEL
W. GARRETT CROTTY
GLENN R. PADGETT

GOVERNMENTAL CONSULTANT
T.K. WETHERELL*
(*Not an Attorney)

June 15, 1999

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

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-06/17/99 -01041--012
****122.50 *****78.75

RE: THUNDERCALL, INC.

Dear Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named corporation. After filing, please return a **stamped** copy of the Articles of Incorporation to the undersigned at the above address. Also enclosed please find our firm's check in the amount of \$122.50 to cover the cost of the filing fee and the cost of one certified copy.

Thank you in advance for your prompt attention to this matter. If you should have any questions, please feel free to contact the undersigned.

Sincerely,



Michael D. Crotty

MDC/aw
enclosures
CC: Rob Tuttle
Mark Edwards

FILED
99 JUN 17 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

THUNDERCALL, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

THUNDERCALL, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Physical Address: 9 Sunshine Blvd
Ormond Beach, Florida 32174

Mailing Address: 9 Sunshine Blvd
Ormond Beach, Florida 32174

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares with a par value of \$1.00.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

MICHAEL D. CROTTY
Black, Crotty, Sims, Hubka, Burnett, Birch & Samuels
501 North Grandview Avenue
SunTrust Building, Third Floor
Daytona Beach, Florida 32118

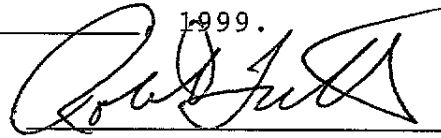
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Rob Tuttle	9 Sunshine Blvd. Ormond Beach, Florida 32174
Mark Edwards	9 Sunshine Blvd. Ormond Beach, Florida 32174

The undersigned has executed these Articles of Incorporation
this 15th day of June 1999.



ROB TUTTLE, Incorporator



MARK EDWARDS, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §607.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is :

THUNDERCALL, INC.

2. The name and address of the registered agent and office is:

MICHAEL D. CROTTY
BLACK, CROTTY, SIMS, HUBKA, BURNETT, BIRCH & SAMUELS
501 N. GRANDVIEW AVENUE.
SUNTRUST BUILDING, THIRD FLOOR
DAYTONA BEACH, FLORIDA 32118

Dated this 15th day of June, 1999.



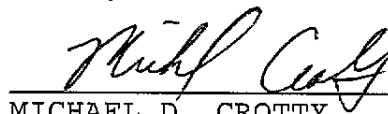
ROB TUTTLE, Incorporator



MARK EDWARDS, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated this 15th day of June, 1999.


MICHAEL D. CROTTY,
Registered Agent

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99 JUN 17 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA