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DYER A. MATLOCK
6600 SOUTH DRIVE
MELBOURNE, FL 32904
July 19, 1999

Division of Corporations
Dept. of State
P. O. Box 6327
Tallahassee, FL 32314

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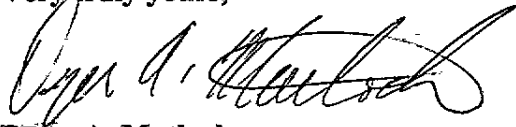
Gentlemen:

Enclosed are the Articles of Incorporation for KIMBERLITE, INC. together with a check in the amount of \$70.00 to cover the following filing fees:

Profit Corporation Filing Fee	\$35.00
Registered Agent Certificate	<u>35.00</u>
Total	<u>\$70.00</u>

Thank you for your prompt attention to this filing.

Very truly yours,


Dyer A. Matlock

Encl.

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

KIMBERLITE, INC.

ARTICLE I - NAME

The name of the corporation is **KIMBERLITE, INC.** with a mailing address of 6600 South Drive, Melbourne, FL 32904 and telephone number of 407/725-0783.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of providing management services, and in any other legal and lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he or she already holds, shall have the right to purchase his/her 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 VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6600 South Drive, Melbourne, FL 32904, 407/725-0783, and the name of the initial registered agent of this corporation at that address is **DYER A. MATLOCK**.

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be 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 is:

**DYER A. MATLOCK
6600 SOUTH DRIVE
MELBOURNE, FL 32904**

ARTICLE IX - INCORPORATORS

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

**DYER A. MATLOCK
6600 SOUTH DRIVE
MELBOURNE, FL 32904**

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall constitute an official act of the shareholders.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, the full extent permitted by law.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - RESTRICTIONS ON TRANSFER OF STOCK

The death or notice of intention to sell his/her shares on the part of any shareholder shall give rise to successive options on the part of the corporation and thereafter the remaining shareholders, pro rata, to purchase all or any of the shares owned by such shareholder, the option price to be the appraised price. The corporation shall have the first option as to such purchase to the extent of the amount of capital surplus.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 19 day of July, 1999.

S/ 
DYER A. MATLOCK, Subscriber

REGISTERED AGENTS ACCEPTANCE STATEMENT

I hereby affirm that I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

Signed 
DYER A. MATLOCK, Registered Agent

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