

P 99000074322

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ADMITTED IN FLORIDA

AND NEW YORK

August 12, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 16 AM 8:54

FILED

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

Re: Omni Resources Group, Inc.

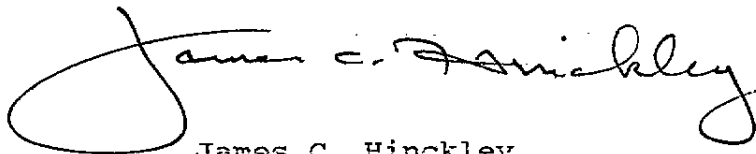
700002960977--6
-08/16/99--01108--014
*****78.75 *****78.75

Dear Sirs:

I enclose the Articles of Incorporation and Certificate Designating Registered Agent for the above referenced corporation, and a check in the amount of \$78.75.

Please file and send me a certified copy of the Articles.

Very truly yours,



James C. Hinckley

JCH/wpf
Encl.

F. CHESER AUG 20 1999.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OMNI RESOURCE GROUP, INC.

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

ARTICLE I NAME

The name of the corporation shall be: OMNI RESOURCE GROUP, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is entitled to have outstanding at any time is:

One Thousand shares, par value \$1.00

ARTICLE IV TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V INCORPORATOR

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

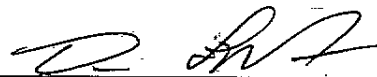
Donald J. LeMastus
111 N. Orange Avenue
Suite 710
Orlando, FL 32801

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and mailing address of this corporation shall be 111 N. Orange Avenue, Suite 710, Orlando, Florida 32801 and the initial registered agent of this Corporation

at such office shall be Donald J. LeMastus, who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for the service of process.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 10TH day of August, 1999.

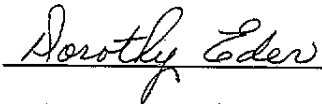


Donald J. LeMastus

STATE OF FLORIDA

COUNTY OF ORANGE

Acknowledged and subscribed before me this 10TH day of August, 1999 by Donald J. LeMastus.



Notary Public
My Commission Expires:



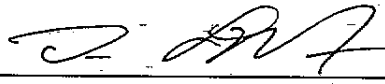
Personally Known or Produced Identification

Type of Identification Produced _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Omni Resource Group, Inc. at 111 N. Orange Avenue, Suite 710, Orlando, FL 32801, the place designated in the Article of Incorporation, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: August 10, 1999



Donald J. LeMastus, Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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