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August 23, 1999

VIA EXPRESS MAIL

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

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-08/25/99-01017-016
*****78.75 *****78.75

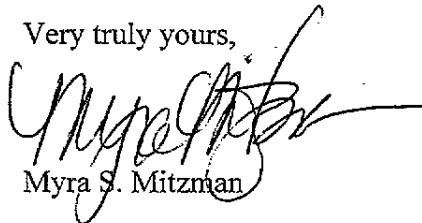
Re: Holleschau & Associates, Inc.

Dear Sir or Madam:

I am the incorporator named in the enclosed Articles of Incorporation of Holleschau & Associates, Inc. I am submitting for filing the original and one copy of the Articles of Incorporation, together with a check in the amount of \$78.75, representing the filing fee and the fee for a certified copy of the Articles.

Please file the enclosed Articles of Incorporation as quickly as possible and return one (1) certified copy to me in the envelope provided. Should you have any questions, please do not hesitate to call me at 510/835-2700. Thank you for your attention to this matter.

Very truly yours,


Myra S. Mitzman

cc: Mr. Randy Holleschau (w/o enc.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 8/30/99

**ARTICLES OF INCORPORATION OF
HOLLESCHAU & ASSOCIATES, INC.**

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

ARTICLE I - NAME

The name of the corporation is Holleschau & Associates, Inc.

ARTICLE II - PRINCIPAL OFFICE

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

c/o Randall E. Holleschau
4714 Ocean Blvd.
Destin, Florida 32541

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 500,000.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

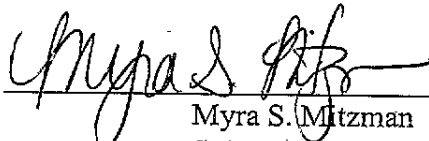
Randall E. Holleschau
4714 Ocean Blvd.
Destin, Florida 32541

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ARTICLE V - INCORPORATOR

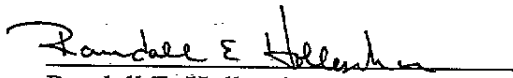
The name and address of the incorporator to these Articles of Incorporation are:

Myra S. Mitzman
Attorney at Law
3824 Grand Avenue
Oakland, California 94610


Myra S. Mitzman
Sole Incorporator

Dated: August 10, 1999

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.


Randall E. Holleschau

August 16, 1999

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