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September 7, 1999

FILED
99 SEP 27 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

CERTIFIED MAIL Z 084 755 368

**Re: Articles of Incorporation and Certificate of Incorporation for
McCulley Enterprises, Inc.**

Dear Sir or Madam:

Enclosed, please find an original and one (1) copy of the Articles of Incorporation for the above referenced corporation.

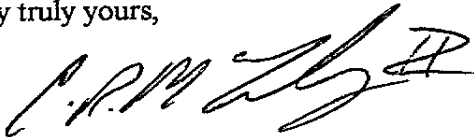
I enclose a check for \$131.25 for the following:

\$35.00	Filing Fee
\$35.00	Designation of Registered Agent
\$52.50	Certified Copy
\$ 8.75	Certificate of Status

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-09/27/99--01171--004
131.25 **87.50

Should there be any questions or comments, please do not hesitate to contact me at (407) 568-0303. Thank you in advance for your cooperation.

Very truly yours,



Charlie R. McCulley II
President
20650 Newby Street
Orlando, FL 32833

Enclosures (as stated)

PH 5/30/99

ARTICLES OF INCORPORATION
OF
MCCULLEY ENTERPRISES, INC.
ONE CLASS OF STOCK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The name of the corporation shall be **MCCULLEY ENTERPRISES, INC.**

ARTICLE II

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

**20650 Newby St.
Orlando, FL 32833**

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is One Hundred (100) shares. All such shares shall be of a single class, designated as common.

Each holder of common shares shall have one vote for each such shares held on record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration thereof.

ARTICLE IV

The initial registered agent of the corporation is Charlie R. McCulley III. The street address of the corporation's initial registered office is 20650 Newby St. Orlando, FL 32833.

ARTICLE V

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address is as follows:

Charlie R. McCulley II
20650 Newby Street
Orlando, FL 32833

ARTICLE VI

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

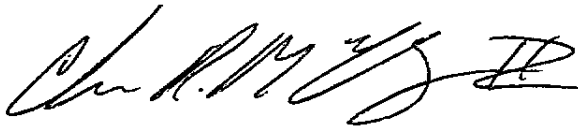
The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

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

Charlie R. McCulley III
20650 Newby Street
Orlando, FL 32833

The undersigned incorporator has executed these Articles of Incorporation this 7th day of September, 1999.

A handwritten signature in cursive script, appearing to read "Charlie R. McCulley III".

CHARLIE R. McCULLEY II, INCORPORATOR

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

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99 SEP 27 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 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:

McCULLEY ENTERPRISES, INC.
20650 Newby Street
Orlando, FL 32833

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

Charlie R. McCulley III
20650 Newby Street
Orlando, FL 32833

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: September 7, 1999



CHARLIE R. McCULLEY III
Signature of Registered Agent