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A.B.S. PARALEGAL AND TAX SERVICES, Inc.

7628-5 103rd Street
Jacksonville, FL 32210
904-777-1533

September 24, 1999

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

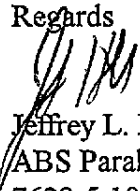
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RE: Articles of Incorporation

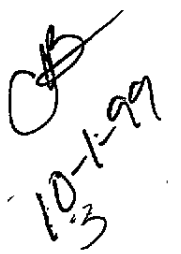
Dear Sir:

Please find enclosed the original and 1 copy of the Articles of Incorporation for Herd of Turtles, Inc.. If you have any questions, please contact me at 904-777-1533.

Regards


Jeffrey L. Hill
ABS Paralegal
7628-5 103rd St.
Jacksonville, FL 32210

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SECRETARY OF STATE
TALLAHASSEE FLORIDA


10-1-99

**ARTICLES OF INCORPORATION
OF
Herd of Turtles, Inc.**

The undersigned incorporator's, 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 shall be: **Herd of Turtles, Inc.**

ARTICLE II. PRINCIPAL OFFICE

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

1061 Cahoon Road
Jacksonville, FL 32221

ARTICLE III. SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is:

1000 shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Bart Hammond.
1061 Cahoon Road
Jacksonville, FL 32221

ARTICLE V. INCORPORATOR(S)

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

Bart Hammond
1061 Cahoon Road
Jacksonville, FL 32221

Stuart Mowery
1061 Cahoon Road
Jacksonville, FL 32221

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JACKSONVILLE FLORIDA

Jon Stewart
1061 Cahoon Road
Jacksonville, FL 32221

Aaron Kellam
1061 Cahoon Road
Jacksonville, FL 32221

John Long
1061 Cahoon Road
Jacksonville, FL 32221

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TALLAHASSEE, FLORIDA


ARTICLE VI. LIABILITY OF STOCKHOLDERS

The private property of the stockholders shall not be subject to the payment of corporate debts.

ARTICLE VII. AMENDMENTS


This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon a shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has executed these Articles of Incorporation, this 28 day of SEPTEMBER, 1999.


Bart Hammond, Incorporator


Jon Stewart, Incorporator


John Long, Incorporator


Stuart Mowery, Incorporator


Aaron Kellam, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place of 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


Bart Hammond/ Registered Agent

9/26/99
Date