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LAW OFFICES
DONALD E. SCHOLL

620 EAST TARPON AVENUE
TARPON SPRINGS, FLORIDA 34689

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99 NOV 19 AM 8:18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 8, 1999

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

000003049750-7
-11/19/99-01066-008
*****78.75 *****78.75

Re: PAON MANAGEMENT CORPORATION

Dear Sir(s):

Enclosed for filing with your office, please find proposed Articles of Incorporation for PAON MANAGEMENT CORPORATION and the Certificate Designating Registered Agent. I have also enclosed an extra copy of each to file stamp and return in the enclosed self-addressed stamped envelope at your earliest convenience.

Additionally, I am enclosing my check in the amount of \$78.75 to cover the filing fees for same.

Thank you for your assistance.

Yours truly,


DONALD E. SCHOLL

/cg
Enclosures

F. CHILDREN NOV 22 1999

ARTICLES OF INCORPORATION
OF
PAON MANAGEMENT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, PAUL R. FLEAGANE, does hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be PAON MANAGEMENT CORPORATION.

ARTICLE II. NATURE OF BUSINESS

The corporation is organized for the purpose of transacting any and all other lawful business and is organized to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III. CAPITAL STOCK

The capital stock of this corporation shall consist of 1000 shares of common stock without par value.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent and principal office of this corporation is 39650 U.S. Hwy. 19 N. Unit 1011, (P.O. Box 1119) Tarpon Springs, Florida 34688 and the name of the initial registered agent of this corporation at that address is PAUL R. FLEAGANE.

ARTICLE VI. MANAGEMENT OF BUSINESS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the shareholders of this corporation. This corporation shall have no directors.

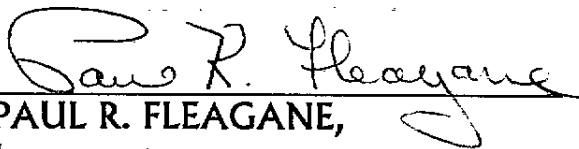
ARTICLE VII. INCORPORATORS

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

PAUL R. FLEAGANE
39650 U.S. Hwy. 19 North - Unit 1011
P.O. Box 1119
Tarpon Springs, Florida 34688

IN WITNESS WHEREOF, the undersigned has set his hand and seal and acknowledged these Articles of Incorporation and directs that they be delivered

to the Department of State for the State of Florida, this 8th day of November, 1999.

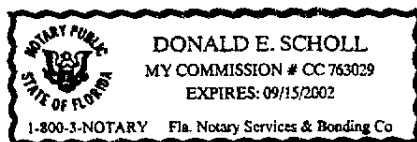

PAUL R. FLEAGANE,
Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, a Notary Public duly authorized to administer oaths and take acknowledgments in the State and County above-named, PAUL R. FLEAGANE, personally known to me or who provided N/A as identification, to be the person described as the incorporator in and to, and who executed the foregoing Articles of Incorporation, and acknowledged to be the incorporator signing such Articles of Incorporation.

WITNESS my hand and official seal at TARPON SPRINGS, PINELLAS COUNTY, STATE OF FLORIDA, this 8th day of November, 1999.




Notary Public
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

PAON MANAGEMENT CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 39650 U.S. Highway 19 N. Unit 1011, P.O. Box 1119, Tarpon Springs, Florida 34688, has named PAUL R. FLEAGANE, whose residence is located at 39650 U.S. Highway 19 N. Unit 1011, P.O. Box 1119, Tarpon Springs, Florida 34688, as its agent to accept service of process within Florida.

Signature:


PAUL R. FLEAGANE
Title: Incorporator

Date:

11-8-99

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Registered Agent - PAUL R. FLEAGANE

11-8-99 Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED