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Law Offices of

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2001 South Ridgewood Avenue
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November 24, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100003055821--6
-11/29/99-01141-012
*****78.75 *****78.75

RE: NOTTINGHAM ENTERPRISES INCORPORATED

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of NOTTINGHAM ENTERPRISES INCORPORATED to be registered as a Florida corporation. Please issue the Certificate of Incorporation and return same to this office, together with a certified copy of the Articles.

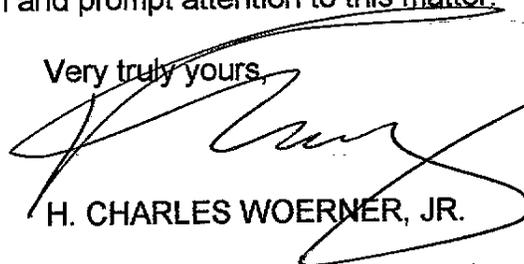
Also enclosed is the firm's check number 4072 in the amount of \$78.75 to cover the following fees:

Filing Fee	\$ 35.00
Certified Fee	8.75
Registered Agent Fee	<u>35.00</u>
TOTAL	\$78.75

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your cooperation and prompt attention to this matter.

Very truly yours,



H. CHARLES WOERNER, JR.

HCWjr/dz
Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NOTTINGHAM ENTERPRISES INCORPORATED

The undersigned, for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this Corporation is NOTTINGHAM ENTERPRISES INCORPORATED, with its principal office located at 14738 Yellow Pine Lane, Clermont, Florida 34711.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this Corporation is as follows:

- (a) To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.
- (b) To engage in the business of making loans, cash advances, and credit extension with or without collateral; to make cash advances secured by checks, promissory notes and other negotiable and non-negotiable instruments; to make loans secured by motor vehicle titles of all types and kinds; and to sell, offer for sale, market and promote services of every type, kind and description and to do and transact all business properly connected with or incidental to any or all of such objects and purposes.
- (c) To engage in the business of manufacturing, purchasing, or otherwise

acquiring and owning, and selling, distributing, assigning, transferring or otherwise disposing of and investing in, trading in, dealing in and with, at wholesale or retail, goods, wares, merchandise, property, and services of every class, kind and description.

(d) To consolidate or merge with any other corporation.

(e) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(f) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(g) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(h) To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute 607.141 as amended.

(i) To purchase, take, receive, subscribe for, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporation, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its

property, franchises, and income.

(k) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(l) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State.

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(n) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(o) To be a promotor, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purpose.

(q) To have, exercise and enjoy all of the rights and privileges of corporations for profit as conferred by the laws of the State of Florida, it being expressly provided that the enumeration of the specific powers and purposes shall not be held to limit or restrict in any manner the general powers of the Corporation.

ARTICLE IV

This Corporation is authorized to issue 1000 shares of \$10.00 par value common

stock which shall be the aggregate number of shares which this Corporation has authority to issue.

ARTICLE V

The mailing address of the initial registered office of this Corporation is 14738 Yellow Pine Lane, Clermont, Florida 34711, and the name of the initial Registered Agent of this Corporation at that address is JONATHAN S. SMITH.

ARTICLE VI

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by Bylaws adopted by the shareholders but shall never be less than one (1). The directors need not be residents of the State of Florida. The name and address of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
JONATHAN S. SMITH	14738 Yellow Pine Lane Clermont, FL 34711
JOHN JOSEPH SMITH	533 Jeb Stuart Road Martinsville, VA 24112

ARTICLE VII

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
JONATHAN S. SMITH	14738 Yellow Pine Lane Clermont, FL 34711

ARTICLE VIII

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE IX

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto in the manner provided by law and any right conferred upon the shareholders is subject to this reservation. Every amendment shall require the affirmative vote of a majority of the holders of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 of November, 1999.

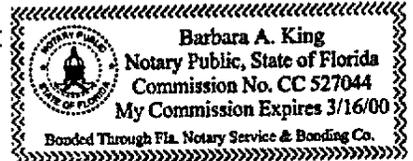

JONATHAN S. SMITH

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JONATHAN S. SMITH, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal,
in the State and County aforesaid this 23rd day of November, 1999.

Barbara A. King
NOTARY PUBLIC, State of Florida
at Large
My Commission Expires:



Pursuant to Chapter 607.164, as amended, of the Florida Statutes, the undersigned individual designated as Registered Agent in the Articles of Incorporation for NOTTINGHAM ENTERPRISES INCORPORATED, with a registered office at the address designated in the said Articles of Incorporation, hereby accepts said designation and agrees to act as Registered Agent in accordance with the provisions of said Statutes.

Jonathan S. Smith
JONATHAN S. SMITH
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA