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November ²⁹~~24~~, 1999

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Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32374

RE: KAREN W. PRESTON, INC.

Dear Secretary of State:

Enclosed herewith for filing is an original and one copy of the
ARTICLES OF INCORPORATION for KAREN W. PRESTON, INC.

Also enclosed is a check in the sum of \$78.75 which represents
the following fees:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
Total	\$ <u>78.75</u>

Please return a certified copy of the ARTICLES OF INCORPORATION
to the undersigned.

With Very Best Regards,


Frank P. Mehok, Jr.

FPMjr/vgb

Enclosures

FILED
99 DEC -1 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
99 DEC -1 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KAREN W. PRESTON, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates herself to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is KAREN W. PRESTON, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity permitted under the laws of the United States or of the State of Florida.

ARTICLE III - ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The initial post office address of the principal place of business of this corporation in the State of Florida is: 1611 NW 2nd Avenue, Delray Beach, Florida 33444.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. The whole or any part of the capital stock of this corporation may be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the Directors.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE VI- TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - DESIGNATION OF REGISTERED AGENT AND OFFICE

The Registered Agent shall be: KAREN W. PRESTON, 1611 NW 2nd Avenue, Delray Beach, Florida 33444.

ARTICLE VIII - SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation, the number of shares of stock she agrees to take and the value of the consideration therefore is:

<u>Name of Subscriber</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration Not Less Than</u>
Karen W. Preston	1611 NW 2nd Avenue Delray Beach, FL 33444	500	\$500.00

ARTICLE IX - DIRECTORS

This corporation shall have not less than one nor more than five (5) directors. The number of directors may be increased from time to time by by-laws adopted by the stockholders.

ARTICLE X - INITIAL DIRECTORS

The person named below shall be the first director of the corporation and shall serve as such until her respective successors are duly elected and qualified:

<u>Name</u>	<u>Address</u>
Karen W. Preston	1611 NW 2nd Avenue Delray Beach, FL 33444 11743

ARTICLE XI - STOCK PLAN

The subscriber to this agreement does hereby agree that she shall cause the corporation to adopt prior to payment for or issuance of any shares of stock of the corporation a Section 1244 Stock Plan covering those shares to be issued pursuant to this agreement.

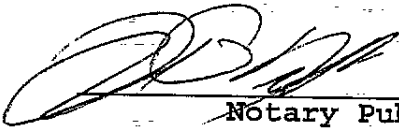

Karen w. Preston

STATE OF FLORIDA)
 :SS
COUNTY OF PALM BEACH)

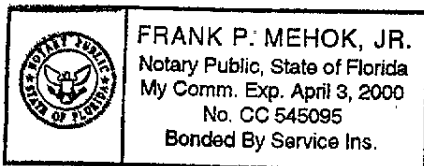
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared KAREN W. PRESTON, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 29 day of November, 1999.

My Commission Expires:



Notary Public
State of Florida at Large



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

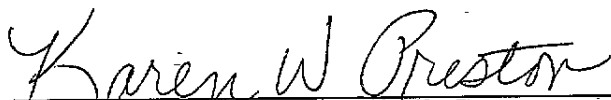
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In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First -- That KAREN W. PRESTON, INC. desiring to
organize under the laws of the State of Florida with its
registered office, as indicated in the Articles of Incorporation,
to be at 1611 NW 2nd Avenue, at the City of Delray Beach, County
of Palm Beach, State of Florida, has named Karen W. Preston,
located at 1611 NW 2nd Avenue, City of Delray Beach, County of
Palm Beach, State of Florida 33444, as its agent to accept
service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process, for the
above stated corporation, at place designated in the certificate,
I hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.



Karen W. Preston (Resident Agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC - 1 PM 1:11

FILED