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WATKINS LAW FIRM, P.A.

Allan C. Watkins
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707 North Franklin Street
Tampa, Florida 33602

FILED

99 DEC -6 AM 11:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Board Certified in Business and Consumer Bankruptcy
by the American Board of Certification
Also Admitted in Colorado

December 1, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: SIMPLY STATED, INC.

000003062090--0

-12/06/99--01112--015

****122.50 *****78.75

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm's check in the amount of \$122.50 which represents the following:

\$35.00 Filing Fee

\$35.00 Designation of Registered Agent

\$52.50 Certified Copy

Once the Articles have been filed, please forward a certified copy to my attention as soon as possible in the self-addressed, postage-paid envelope. Should you have any questions, please do not hesitate to call me.

Sincerely,

WATKINS LAW FIRM, P.A.

By



Allan C. Watkins

ACW/wf
Enclosures

PA 12/8/99 ✓

ARTICLES OF INCORPORATION
OF
SIMPLY STATED, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being duly licensed to practice law in the State of Florida, desiring to form a corporation in accordance with Chapter 607 of the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

1.01 The name of the Corporation shall be SIMPLY STATED, INC.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

2.01 The location and address of the Corporation's principal office in Florida is 3210 Riverview Boulevard West, Bradenton, Florida 34205. The initial registered agent at the registered office is Allan C. Watkins, 707 North Franklin Street, Suite 750, Tampa, FL 33602.

ARTICLE THREE

PURPOSE

3.01 The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

DURATION

4.01 The term of existence of the Corporation is perpetual.

ARTICLE FIVE
INCORPORATORS

5.01 The name and post office address of the incorporator is:

Name	Address
Allan C. Watkins	707 North Franklin Street, Suite 750 Tampa, Florida 33602

ARTICLE SIX
DIRECTORS

6.01 The Board of Directors shall consist of at least one and not more than five members. The name and address of the first Board of Directors are:

Name	Address
Peter Forsythe	3210 Riverview Boulevard West Bradenton, Florida 34205

ARTICLE SEVEN
CAPITAL STOCK

7.01 The number of shares of stock that the Corporation is authorized to have outstanding is Ten Thousand (10,000), all of which shall be common shares with par value One Dollar (\$1.00).

ARTICLE EIGHT
STATED CAPITAL


8.01 The amount of capital with which the Corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE NINE

AMENDMENT OF ARTICLES

9.01 The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting powers of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 15th day of December, 1999.

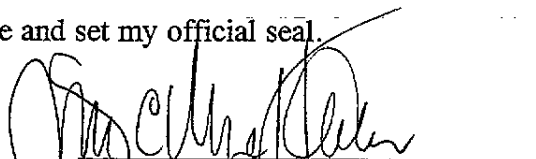

Allan C. Watkins, Incorporator


STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 15th day of December, 1999, before me personally appeared Allan C. Watkins, who has presented _____ as identification or is personally known to me, and acknowledged that he executed the document for the purposes contained within it.

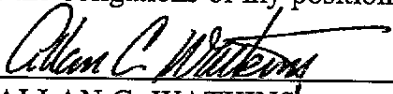
IN WITNESS WHEREOF, I sign here and set my official seal.


Notary Public
My Commission Expires:

 Susan C Volpe-Hanlon
My Commission CC800195
Expires January 3, 2003

**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


ALLAN C. WATKINS
Date: 12-1-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA