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**H. FRANK WINN, JR.**

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May 8, 2000

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Secretary of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32314

Re: A & E ASSOCIATES OF NORTHWEST FLORIDA, INC.

Dear Sir or Madam:

Please find enclosed original and one copy each of Articles of Incorporation and Registered Agent's Certificate.

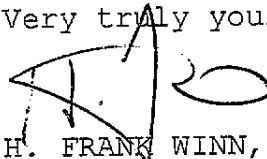
Also enclosed is check in the amount of \$78.75 as follows:

Filing fee -----	\$ 35.00
Certified copy -----	8.75
Registered Agent fee -----	<u>35.00</u>
Total -----	<u>\$ 78.75</u>

FILED  
MAY 10 PM 3:43  
OFFICE OF STATE  
CORPORATION  
TALLAHASSEE, FLORIDA

Please file the original of the enclosed Articles of Incorporation and Registered Agent's Certificate and return a certified copy to the undersigned.

Very truly yours,



H. FRANK WINN, JR.

HFwjrr/jkf

Encs.

RECORDED  
00 MAY 10 PM 3:43  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

A & E ASSOCIATES OF NORTHWEST FLORIDA, INC.

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

ARTICLE I: NAME

The name of the corporation is: A & E ASSOCIATES OF NORTHWEST FLORIDA, INC.

ARTICLE II: NATURE OF BUSINESS

This corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated under the laws of Florida. The business to be transacted shall include, but not be limited to, insurance adjusting, construction consulting, and to manufacture, purchase, or otherwise acquire and to own, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

ARTICLE III: CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have perpetual existence and its existence shall commence on the date of execution and acknowledgment of these articles.

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI: PRINCIPAL OFFICE/MAILING ADDRESS

The principal office of the corporation is 923 North Barcelona Street, Pensacola, FL 32501. The mailing address of the corporation is 923 North Barcelona Street, Pensacola, FL 32501.

ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation, which is the same as the principal office and mailing address of the corporation, is 923 North Barcelona Street, Pensacola, FL 32501, and the registered agent of this corporation at that address is RICHARD DAVID VALLETTO.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially.

The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1). The name and address of the initial director of this corporation is:

CARL E. VALLETTO  
923 North Barcelona Street  
Pensacola, FL 32501

#### ARTICLE IX: INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

H. FRANK WINN, JR.  
322 South Alcaniz Street  
Pensacola, FL 32501

#### ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XI: TRANSFER OF STOCK

No stockholder, the executor or administrator of any deceased stockholder shall transfer stock in this company without first notifying the company of the name of the proposed transferee and obtaining the consent of the Board of Directors for said transfer. The Board shall have the right to refuse to

make such transfer under limitations and provisions of the corporate By-Laws. Furthermore, the stockholders of this corporation may include in any agreement between themselves any limitations upon the transferability, pledge or assignment of the corporate stock, as well as to confer upon the stockholders preemptive rights of purchase as conditions precedent to the sale of stock.

ARTICLE XII: CORPORATE STOCK LIEN

This corporation shall have a first and prior lien upon any and all of its outstanding shares of capital stock and upon dividends earned thereon for any indebtedness owing by the owner of any of said stock to the corporation. The said lien shall cover any indebtedness whether due or to become due; whether now existing or which may hereafter be created; whether contingent or fixed; and whether primary or secondary.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, on this 5th day of May, 2000.

  
\_\_\_\_\_  
H. FRANK WINN, JR.

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me  
this 5th day of May, 2000, by H. FRANK WINN, JR., who is  
personally known to me.



(SEAL)

Judith K. Fowler  
MY COMMISSION # CC907966 EXPIRES  
March 30, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

NOTARY PUBLIC:

Sign:

*Judith K. Fowler*

Print:

Judith K. Fowler

FILED  
00 MAY 10 PM 3:44  
TALLAHASSEE, FLORIDA

REGISTERED AGENT'S CERTIFICATE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation: A & E ASSOCIATES OF  
NORTHWEST FLORIDA, INC.
2. The name and address of the registered agent and office is:

RICHARD DAVID VALLETTO  
923 North Barcelona Street  
Pensacola, FL 32501

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

  
RICHARD DAVID VALLETTO

DATE: 5/5/2000