

PO10000210419

23 Walkers Ridge Drive,
Ponte Vedra Beach,
Florida, 320822

February 26, 2001

Secretary of State
Bureau of Corporate Records
409 East Gaines
Tallahassee, Florida 32399

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-03/13/01--01006--003
*****78.75 *****78.75

Re: Roger Dandy & Associates, Inc.

Dear Sir or Madam:

Enclosed please find the following:

- 1. An original and one copy of the Articles of Incorporation for Company Name.
- 1. Money order in the amount of \$78.75 representing incorporation fee.

Should you have any questions, please feel free to contact me. Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

Roger Dandy
Roger Dandy
President & Secretary

Enclosures

2001 MAR 12 PM 12:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

g 3/14/01

EFFECTIVE DATE

3/26/01

FILED

2001 MAR 12 PM 12: 27

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

ROGER DANDY & ASSOCIATES, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be ROGER DANDY & ASSOCIATES, INC, and the initial address of this corporation shall be 23 Walkers Ridge Drive, Ponte Vedra Beach, Florida, 32082.

ARTICLE II

This corporation may engage in any activity or business as permitted under the laws of the State of Florida and the U.S.A.

ARTICLE III

The capital stock authorized and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, promissory notes, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence effective as of March 26, 2001, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at (address) 23 Walkers Ridge Drive, Ponte Vedra Beach, Florida, 32082, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be K. Amanda Dandy.

ARTICLE VI

This corporation shall have at least two directors, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first director of the corporation, who shall hold office for the first year or until his successors are duly elected and qualified shall be:

Name W. Roger H DANDY - President and Secretary
Address 23 Walkers Ridge Drive, Ponte Vedra Beach, Florida, 32082

Name K. Amanda Dandy - Vice President and Treasurer
Address 23 Walkers Ridge Drive, Ponte Vedra Beach, Florida, 32082

ARTICLE VIII

The name and address of the Incorporator is Roger Dandy, 23 Walkers Ridge Drive, Ponte Vedra Beach, Florida, 32082.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 27th day of February, 2001.



W.R. DANDY
Incorporator

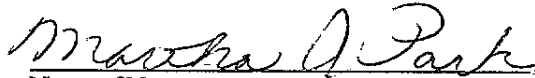
STATE OF FLORIDA

ss: 137-68-9001

COUNTY OF St JOHNS

BEFORE ME, the undersigned authority, personally appeared ROGER DANDY, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 27th day of February, 2001



Name of Notary:
Notary Public, State of Florida at Large

My Commission Expires:



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

In compliance with the laws of Florida, the following is submitted:

First, that NAME OF COMPANY, desiring to organize under the laws of the State of Florida, has named K. Amanda Dandy, 23 Walkers Ridge Drive, Ponte Vedra Beach, Florida, 32082 County of St Johns, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.0505 F.S.

K. Amanda Dandy
K. AMANDA DANDY
Registered Agent

DATED this 3rd day of March, 2001.

FILED
2001 MAR 12 PM 12:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA