

Law Offices of

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HANKIN & HANKIN

305 Northeast First Street
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9 December 1996

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

500002026315--3
-12/11/96--01075--002
*****122.50 *****122.50

* Via Federal Express *

Re: Incorporation of Cotton Professional Services Company, Inc.:

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced proposed Florida Corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following items:

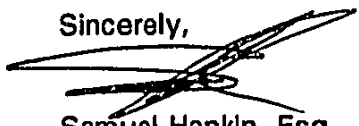
| | |
|----------------------|-----------------|
| Filing Fee: | \$ 35.00 |
| Certified Copy Fee | \$ 52.50 |
| Registered Agent Fee | \$ 35.00 |
| TOTAL: | \$122.50 |

FILED
96 DEC 18 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned. If the fees stated have changed, or if there is anything further you require, please advise at your earliest convenience.

Thank you for your kind assistance in this matter.

Sincerely,



Samuel Hankin, Esq.

SH:rgz

enc:

8N DEC 12 1996

W96-26099



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 12, 1996

SAMUEL HANKIN, ESQ.
305 NE 1ST ST.
GAINESVILLE, FL 32601

SUBJECT: COTTON PROFESSIONAL SERVICES COMPANY, INC.
Ref. Number: W96000026099

We have received your document for **COTTON PROFESSIONAL SERVICES COMPANY, INC.** and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 296A0005571

ARTICLES OF INCORPORATION
OF
COTTON PROFESSIONAL SERVICES COMPANY, INC.

FILED
96 DEC 18 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

The name of this corporation is COTTON PROFESSIONAL SERVICES COMPANY, INC.

ARTICLE II

General Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of one mill (\$0.001) per share.

ARTICLE IV

Preemptive 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 pro rata share thereof at the price at which it is offered to others.

ARTICLE V

Duration

This corporation shall exist perpetually, commencing upon filing of these Articles.

ARTICLE VI

Initial Principal Office and Registered Agent

The Registered Agent and the street address of the Initial Registered and Principal Office of this Corporation in the State of Florida shall be as follows:

SAMUEL HANKIN
305 NE First Street
Gainesville, Florida 32601

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VII

Board of Directors

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws adopted by the stockholders, but shall never be less than two.

ARTICLE VIII

Initial Directors

The names of the initial directors of this Corporation and their street addresses

are:

| <u>Name</u> | <u>Address</u> |
|-----------------------|---|
| BETTY COTTON MCMURTRY | 8620-105 NW 13th Street Gainesville, Florida 32653 |
| THOMAS FORD MCMURTRY | 2201 NE 7th Street Gainesville, FL 32609 |

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and are qualified, whichever first occurs.

ARTICLE IX

Indemnification

The Corporation shall have the authority, but it is not required to indemnify any Director, Officer, employee or agent of the Corporation under those circumstances in which indemnification would be proper pursuant to Florida law.

ARTICLE X

Incorporator

The name and street address of the person signing these Articles is:

| <u>Name</u> | <u>Address</u> |
|---------------|---|
| SAMUEL HANKIN | 305 NE First Street Gainesville, Florida 32601 |

ARTICLE XI

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by unanimous vote of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS THEREOF, the undersigned subscribed has executed these Articles of Incorporation on this 10th day of December, 1996.



SAMUEL HANKIN

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared SAMUEL HANKIN, who is personally known to me, and who did not take an Oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 10th day of December, 1996.





NOTARY PUBLIC, State of Florida
My Commission Expires: 8/13/99

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

The following is submitted, in compliance with Section 48.091, Florida Statutes:

That COTTON PROFESSIONAL SERVICES COMPANY, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the

Articles of Incorporation at the City of Gainesville, County of Alachua, State of Florida, has named SAMUEL HANKIN, located at 305 NE First Street, City of Gainesville, County of Alachua, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept the service of process for the above-stated Corporation at the place designating in this Certificate, I hereby accept the responsibility to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping open said office.

BY:



SAMUEL HANKIN

FILED
96 DEC 18 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA