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December 17, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-12/19/96--01053--012
****122.50 ****122.50

Re: Turney Investment Company, Inc.

Dear Sir:

We enclose herewith for filing the original and one copy of the Articles of Incorporation for the above named corporation, together with a check to your order in the amount of \$122.50.

Please return a certified copy of the Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,

DP

Daniel D. Peck

DDP:jfm

Encs.

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DEC 26 1996

BSB

FILED
96 DEC 19 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-17-96

FILED

96 DEC 19 AM 8:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TURNEY INVESTMENT COMPANY, INC.

EFFECTIVE DATE
12-17-96

ARTICLE I

NAME AND ADDRESS

The name of this corporation is TURNEY INVESTMENT COMPANY, INC. and its principal address is 2915 West Gulf Drive, No. A-302, Sanibel Island, Florida 33957.

ARTICLE II

DURATION

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized to engage in the business of investing in and developing real estate and other properties, providing financial and tax related services to person and entities, and investments, and for all other purposes allowed a Florida corporation.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2915 West Gulf Drive, No. A-302, Sanibel Island, Florida 33957, and the name of the initial registered agent of this corporation at that address is RICHARD R. TURNEY.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have five directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are: Richard R. Turney, 2915 West Gulf Drive, No. A-302, Sanibel Island, Florida 33957, John R. Turney, 854 Boal Parkway, Winnetka, IL 60093, Deborah T. Digel, 704 East Main Street, Bradford, PA 16701, Barbara T. Heussler, 1636 Ridout Road, Annapolis, MD 21401 and Jacquelyn T. Beecher, 60 Tanglewood Drive, Orchard Park, NY 14127.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is: Richard R. Turney, 2915 West Gulf Drive, No. A-302, Sanibel Island, Florida 33957.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

SHAREHOLDER QUORUM

Fifty-one percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE X

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

ARTICLE XI

NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and

attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a two-thirds vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 17th day of December, 1996.

 L.S.
RICHARD R. TURNEY, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above

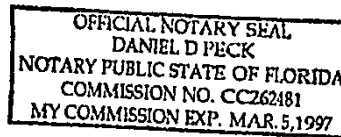
appeared RICHARD R. TURNEY, personally known to me to be the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 17th day of December, 1996.

Daniel D Peck
Notary Public

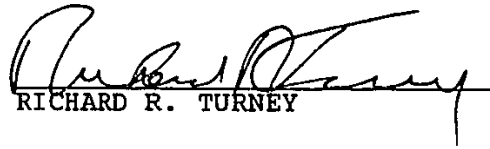
My Commission Expires:

turnyinv



I, RICHARD R. TURNEY, agree to serve as resident agent and accept service for TURNEY INVESTMENT COMPANY, INC., at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 17th day of December, 1996.


RICHARD R. TURNEY

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FILED
96 DEC 19 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA