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Division of Corporations

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To:

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Fax Number : (850)205-0381

From:

Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.  
Account Number : 076077002775  
Phone : (407)246-8450  
Fax Number : (407)423-7014

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**KELLARD & HOLT, P.A.**

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**ARTICLES OF INCORPORATION  
OF  
KELLARD & HOLT, P.A.**

The undersigned Incorporator to these Articles of Incorporation, a person competent to contract, hereby forms a professional service corporation under Chapter 621 of the Florida Statutes and applicable laws.

ARTICLE I

NAME

The name of this Corporation is KELLARD & HOLT, P.A.

ARTICLE II

NATURE OF BUSINESS

The nature of the business to be transacted by this Corporation is professional engineering in the State of Florida, pursuant to Chapter 471 of the Florida Statutes and applicable laws, through its officers, employees and agents, who are duly licensed and legally authorized to render such professional services within this state.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$0.001 per share. Such common stock shall not be alienated nor redeemed by the Corporation except as specifically provided by the By-Laws of the Corporation.

ARTICLE IV

TERM OF EXISTENCE

The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed with the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT; INITIAL CORPORATE OFFICE

The street address of the initial corporate office is 390 N. Orange Avenue, Suite 1500, Orlando, Florida 32801. The mailing address of the initial corporate office is P.O. Box 880483, Port Saint Lucie, Florida 34988-0483. The initial registered office of this Corporation is 390 N. Orange Avenue, Suite 1500, Orlando, Florida 32801 and the name of the initial registered agent of this Corporation at that address is WHWW, Inc., a Florida corporation.

ARTICLE VI

DIRECTORS

The name and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
John Kellard	P.O. Box 880483 Port Saint Lucie, Florida 34988-0483
Nathaniel J. Holt	P.O. Box 880483 Port Saint Lucie, Florida 34988-0483

ARTICLE VII

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Gary D. Lipson	390 N. Orange Avenue, Suite 1500 Orlando, Florida 32801

ARTICLE VIII

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 Shareholders and approved at a Shareholders' meeting by a majority of the stock issued and entitled to vote, unless all the directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

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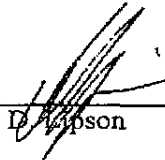
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ARTICLE IX

COMPLIANCE WITH PROFESSIONAL SERVICE CORPORATION ACT

These Articles of Incorporation shall be construed so as to comply in all respects with the provisions of the Florida Professional Service Corporation Act as the same now exists or may from time to time be amended.

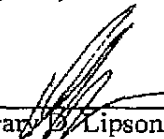
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 13<sup>th</sup> day of January, 2006.

  
\_\_\_\_\_  
Gary D. Lipson

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of Kellard & Holt, P.A.

WHWW, Inc., a Florida corporation

By:   
\_\_\_\_\_  
Gary D. Lipson, Vice President

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