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December 27, 1999

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

Re: Scott M. Farnsworth, Inc.

EFFECTIVE DATE
1-1-2000

Dear Sir or Madam:

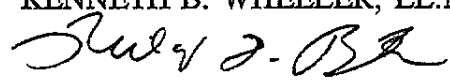
Enclosed for filing, effective January 1, 2000, is the original and one copy of the Articles of Incorporation for the above referenced Corporation. Also enclosed is a check in the amount of \$70.00 for the filing fees. Please file the Articles of Incorporation to be effective January 1, 2000.

Please return the copy with the filing information stamped thereon to the undersigned at the address above.

If you have any questions regarding this matter, please do not hesitate to contact this office.

Sincerely,

KENNETH B. WHEELER, LL.M. TAX, P.A.



Richard D. Baxter, Esq.

RDB
Enclosures

FILED
99 DEC 29 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. VARNADORE JAN - 6 2000

FILED
99 DEC 29 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SCOTT M. FARNSWORTH, INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation, effective January 1, 2000, for the purpose of organizing a corporation under Chapter 607 of the Florida Statutes.

EFFECTIVE DATE
1-1-2000

**ARTICLE I
NAME**

The name of this Corporation shall be:
Scott M. Farnsworth, Inc.

**ARTICLE II
DURATION**

The existence of the Corporation shall commence on January 1, 2000. Thereafter, the Corporation shall exist perpetually until dissolved according to law.

**ARTICLE III
NATURE OF BUSINESS**

The general purposes for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV
AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$0.01 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by

the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

8238 Westminster Abbey Boulevard
Orlando, Florida 32835

The name of the initial registered agent of this Corporation at that address shall be:

Scott M. Farnsworth

**ARTICLE VI
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one (1) Directors initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws of the Corporation.

**ARTICLE VII
DIRECTORS - NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Scott M. Farnsworth	8238 Westminster Abbey Boulevard Orlando, Florida 32835

**ARTICLE VIII
INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Scott M. Farnsworth
8238 Westminster Abbey Boulevard
Orlando, Florida 32835

**ARTICLE IX
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is located at:

8238 Westminster Abbey Boulevard
Orlando, Florida 32835

The mailing address of the Corporation is:

8238 Westminster Abbey Boulevard
Orlando, Florida 32835

**ARTICLE X
SPECIAL PROVISIONS**


The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates and may prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority

to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

4. The Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter, including, but not limited to, Section 607.0850 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, for the uses and purposes aforesaid, this 27th day of December, 1999.


Scott M. Farnsworth
Incorporator

**SCOTT M. FARNSWORTH, INC.
DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

FILED
99 DEC 29 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Statutes, Scott M. Farnsworth, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at Orange County, Florida, has named Scott M. Farnsworth located thereat as its registered agent to accept service of process within this state.

Scott M. Farnsworth, Inc.

By: *Scott M. Farnsworth*
Scott M. Farnsworth,
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: *Scott M. Farnsworth*
Scott M. Farnsworth,
Registered Agent