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December 22, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Carnley Andrews Company

400003086554--3
-01/03/00--01132--009
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of incorporation for Carnley Andrews Company and my firm's trust account check in the amount of \$78.75 for the filing fee and certificate.

Please process accordingly and return one copy of the articles of incorporation and certificate to me at your earliest convenience. Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me at (850) 433-0737.

Sincerely,



Lawrence W. Oberhausen, Esq.

LWO/sr

Enclosures (3)

cc: Carnley Andrews Company w/o Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01/11/00

ARTICLES OF INCORPORATION

OF

CARNLEY ANDREWS COMPANY

ARTICLE I

NAME

The name of this corporation is Carnley Andrews Company.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Five Thousand (5,000) shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE IV

PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common

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stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE V

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as it now exists or may hereafter be amended.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial principal office of this corporation is 415 South Florida Blanca Street, Suite 5, Pensacola, Florida 32501, and the initial registered agent of this corporation is William T. Carnley and his address is 4327 Cedarview Court, Pensacola, Florida 32504.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be changed from time to time by the By-laws but shall never be less than one.

The name of the initial directors of this corporation and their addresses are:

William T. Carnley
4327 Cedarview Court
Pensacola, Florida 32504

and

Elise Andrews
4327 Cedarview Court
Pensacola, Florida 32504

ARTICLE VIII
AMENDMENT OR REPEAL

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any rights conferred upon shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles this 20th day of December, 1999.


WILLIAM T. CARNLEY


ELISE ANDREWS
Incorporators

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing articles of incorporation were acknowledged before me this 20 day of December, 1999, by WILLIAM T. CARNLEY and ELISE ANDREWS, the above-named subscribers, who are to me well known or

presented Fla. Driver License and Florida Driver's License
~~Florida Driver's License~~
as identification.



Theresa Taylor Ranz
My Commission CC792148
Expires November 19, 2002

Theresa Taylor Ranz
NOTARY PUBLIC

ACCEPTANCE OF RESIDENT AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

William T. Carnley
WILLIAM T. CARNLEY

12/20/99
DATE

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CLERK OF THE STATE
TALLAHASSEE, FLORIDA