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ACCOUNT NO. : 072100000032  
REFERENCE : 545979 11919A  
AUTHORIZATION : Patricia Pizit  
COST LIMIT : \$ 78.75

ORDER DATE : January 10, 2000  
ORDER TIME : 12:07 PM  
ORDER NO. : 545979-005  
CUSTOMER NO: 11919A

700003093017--8

CUSTOMER: Chester J. Trow, Esq  
CHESTER J. TROW, P.A.  
CHESTER J. TROW, P.A.  
Suite 303  
1 Ne First Avenue  
Ocala, FL 34470

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 10 PM 3:36

DOMESTIC FILING

NAME: MONARCH PROJECTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
00 JAN 10 PM 1:00

JL/10/00

**ARTICLES OF INCORPORATION  
OF  
MONARCH PROJECTS, INC.,**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JAN 10 PM 3:36

**ARTICLE I - NAME**

The name of this corporation is MONARCH PROJECTS, INC. The principal address of said corporation is 1 NE First Avenue, Suite 303, Ocala, Florida 34470.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

4.1 This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

4.2 Stock Certificates. Certificates of stock shall be signed by the president or the vice president, joint with the secretary and the seal of the corporation shall be impressed thereon.

4.3 Shares Not in Classes. The shares of the corporation are not to be divided into classes.

**ARTICLE V - INITIAL REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 1 NE First Avenue, Suite 303, Ocala, Florida, 34470.

**ARTICLE VI - SUBSCRIBERS AND THE  
INITIAL BOARD OF DIRECTORS**

6.1 The corporation shall have one director initially. The number of Directors may

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be increased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

CHESTER J. TROW, 1 NE First Avenue, Suite 303, Ocala, Florida 34470

6.2 The name and address of the person signing these Articles of Incorporation is as follows:

CHESTER J. TROW, 1 NE First Avenue, Suite 303, Ocala, Florida 34470

6.3 The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

6.4 At a special meeting of shareholders called expressly for that purpose, directors may be removed in the manner provided by the By-Laws.

#### **ARTICLE VII - CONFLICTS**

Any contract or other transaction between the corporation and one or more of its directors, shareholders or employees, in which they are interested, directly or indirectly, or between the corporation and any corporation or association of which one or more of its directors, shareholders, members, directors, officers, or employees, have an interest, directly or indirectly shall be valid for all purposes, notwithstanding the presence of the interested party at the meeting of the board of the corporation that acts upon, or in reference to the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board or its shareholders. This Section is intended to expand the ability of the corporation to conduct business with interested parties and shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

**ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of this corporation is CHESTER J. TROW, who has signed a Certificate of Acceptance attached to these Articles of Incorporation to indicate his/her acceptance, which Certificate is incorporated herein by reference. The initial registered office where the registered agent is located is 1 NE First Avenue, Suite 303, Ocala, Florida 34470.

**ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION**

The corporation reserves the right to amend the articles in any manner now or hereafter permitted by the law, as provided by the By-Laws.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7 day of January, 2000.

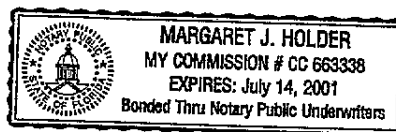
  
\_\_\_\_\_  
CHESTER J. TROW

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 7 day of January, 2000, by CHESTER J. TROW. Such person: *(notary must check applicable box)*

- is personally known to me.
- produced a current Florida Driver's License as identification.
- produced \_\_\_\_\_ as identification.
- sworn to or affirmed and subscribed before the undersigned notary.

  
\_\_\_\_\_  
Notary Public  
State of Florida, at Large  
My commission expires:



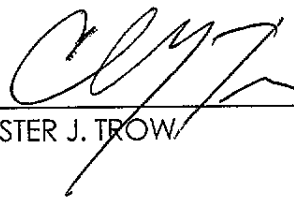
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**CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. I am familiar with and accept the duties and responsibilities as registered agent for MONARCH PROJECTS, INC.

DATED this 7 day of January, 2000.

  
\_\_\_\_\_  
CHESTER J. TROW