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David G. Cladin
2169 Main Street
Sarasota, FL 34237-6023

February 10, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

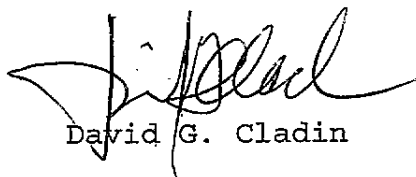
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00 FEB 14 PM 5:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen

Enclosed please find Articles of Incorporation for: CLADIN & ASSOCIATES, P.A., a Florida corporation. Please register this corporation and it's Registered Agent in accordance with applicable Florida law. Enclosed is my check in the amount of \$78.75 for registration of the corporation, the registered agent and a certified copy.

If I may be of further assistance in this matter, please do not hesitate to call me at (941) 365-7938.

Very truly yours



David G. Cladin

DGC/gc

Made not per Kim-

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*****78.75 *****78.75

David Cladin GAVE
AUTHORIZATION BY PHONE TO
CORRECT add purpose to ART. 3
DATE 2/17
DOC. EXAM SIT

Per my conversation with
Mr. Cladin Public Accounting is
the specific purpose. He was
very adamant about why this
information was need.

S. Thompson FEB 17 2000

**ARTICLES OF INCORPORATION
OF
Cladin & Associates, P.A.**

FILED
00 FEB 14 PM 5:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**Article 1.
Name**

The name of the corporation is Cladin & Associates, P.A., a Florida Corporation.

**Article 2.
Duration**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department.

**Article 3.
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 now exists or may after be amended. Public Accounting

**Article 4.
Capital Stock**

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.10 per share.

**Article 5.
Pre-Emptive Rights**

Every shareholder, upon the sale of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article 6.
Initial Registered Office and Agent

The principal office street address and the initial registered office of this corporation is: 2169 Main Street, Sarasota, FL 34237-6023, and the initial registered agent of this corporation at that address is, David G. Cladin, who by his signature hereon states that he is hereby familiar with and accepts the duties and responsibilities as registered agent for said corporation.

Article 7.
Initial Board of Directors

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by laws; however, there shall never be less than one (1) Director nor more than three (3). Voting for Directors shall be under the cumulative vote system. The name and address of the initial Board of Directors of the corporation is:

NAME

ADDRESS

David G. Cladin

2169 Main Street, Sarasota, FL 34237-6023

Article 8.
Incorporator

The name and address of the Incorporator is as follows:

David G. Cladin, 2159 Main Street, Sarasota, FL 34237-6023.

Article 9.
Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

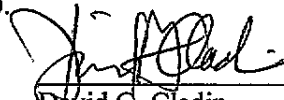
Article 10.
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

Article 11.
Commencement of Corporation Existence

In accordance with Section 607.167, Florida Statutes, the date when corporation existence shall commence is the date subscription and acknowledgement of these Articles of Incorporation. In the event these Articles of Incorporation are not filed within the time period set forth in Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 2nd day of January, 2000.

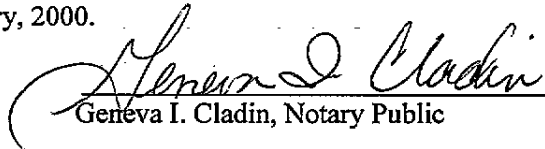


David G. Cladin
Incorporator/Registered Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared David G. Cladin, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and has produced a Florida Driver License bearing number C435-167-47-030-0 as proof of identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State of Florida, County of Sarasota, this 2nd day of January, 2000.


Geneva I. Cladin, Notary Public