

James H. Titus
ATTORNEY AT LAW
213 SOUTH NASSAU STREET
VENICE, FL 34285

MEMBER OF THE FLORIDA
AND PENNSYLVANIA BARS

TEL: (941) 412-1700
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VIA EXPRESS MAIL

PO0000022887

Secretary of State
State of Florida
Corporation Department
409 East Gaines Street
Tallahassee, FL 32399

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-02/28/00--01157--003
****122.50 *****78.75

Re: Overton, Fletcher & Associates, Inc.

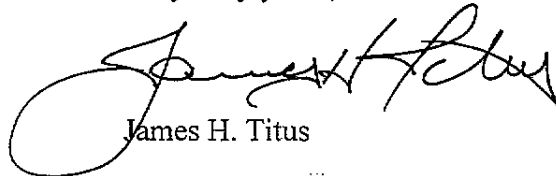
Dear Sir or Madam:

I am enclosing Articles of Incorporation for the above referenced corporation, fully executed, for filing with the Florida Secretary of State.

I am also enclosing a check made payable to the Florida Secretary of State in the amount of \$122.50 for the cost of filing said Articles. Please forward a certified copy of the Articles to me.

Thank you for your assistance, and please call me if you require anything further regarding this matter.

Very truly yours,


James H. Titus

JHT/hs
Encls.

cc: Client

FILED
00 FEB 28 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7.5MTH MAR 07 2000

ARTICLES OF INCORPORATION

OF

OVERTON, FLETCHER & ASSOCIATES, INC.

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name and principal office of this Corporation are:

OVERTON, FLETCHER & ASSOCIATES, INC.
1871 Cottonwood Trail
Sarasota, FL 34232

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting
or all lawful business.

FILED
00 FEB 28 AM 8:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue TEN THOUSAND (10,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 213 South Nassau Street, Venice, Florida 34285, and the name of the initial registered agent of this Corporation at that address is James H. Titus.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be:

ALAN A. FLETCHER

Address: 38 Sherrington Drive; Ormond Beach, FL 32174

JOHN W. OVERTON

Address: 1871 Cottonwood Trail; Sarasota, FL 34232

**ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO
BOARD OF DIRECTORS**

This Corporation shall have Two (2) directors initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than two.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

JAMES H. TITUS

213 South Nassau Street
Venice, FL 34285

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

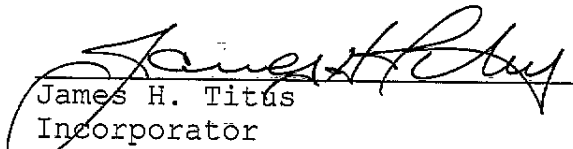
ARTICLE IX - DURATION

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT


This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of February, 2000.


James H. Titus
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

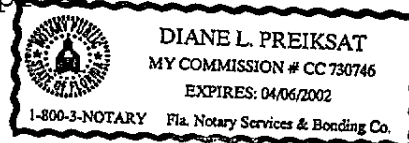
THE FOREGOING INSTRUMENT was acknowledged before me this 24th day of February, 2000, by JAMES H. TITUS, who is personally known to me or who produced as identification and who did not take an oath.


Notary Public

Print Name:

My Commission expires:

[SEAL]



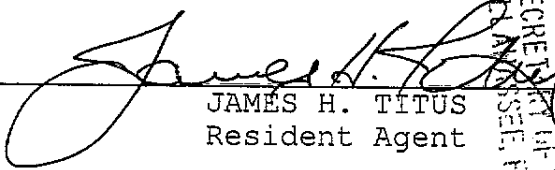
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: _____

First--That OVERTON, FLETCHER & ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Venice, County of Sarasota, State of Florida, has named JAMES H. TITUS, 213 South Nassau Street; Venice, Florida 34285, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)


Having been named to accept service of process for the above-stated corporation, at 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.


JAMES H. TITUS
Resident Agent

FILED
00 FEB 28 AM 8:42
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 24th day of February, 2000, by JAMES H. TITUS, who is personally known to me or who produced as identification and who did not take an oath.



NOTARY PUBLIC

Print Name:

My Commission expires:

[SEAL]

