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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Chad A. Walters, Esquire
417 Langholm Drive
Winter Park, FL 32789
Telephone: 407-629-6943

cwalters@wfmblaw.com

February 18, 2000

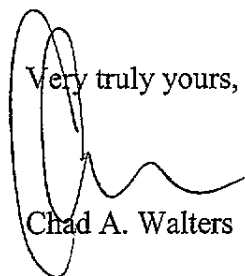
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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: A & J NAYLOR, INC.

Dear Madam/Sir:

Enclosed please find articles of incorporation for A & J NAYLOR, INC., to be filed with the Secretary of State, Division of Corporations. I have enclosed the filing fee in the amount of \$78.75 for filing the Articles of Incorporation. If you should have any questions, please do not hesitate to call me at 407-629-6943.

Very truly yours,

Chad A. Walters

CAW/hr
Enclosures

**ARTICLES OF INCORPORATION
OF
A & J NAYLOR, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, natural persons, competent to contract, hereby form a Corporation under the laws of the State of Florida.

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the Corporation shall be A & J Naylor, Inc. The address of the Corporation shall be 214 South Beach Street, Daytona, Florida 32114.

**ARTICLE II
AUTHORIZED STOCK**

The Corporation is authorized to issue 100 Shares of \$1.00 par value Common Stock.

**ARTICLE III
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock of the Corporation.

**ARTICLE IV
INCORPORATORS**

The name(s) and address(es) of the person(s) signing these Articles of Incorporation is/are:

<u>NAME</u>	<u>ADDRESS</u>
Amanda S. Naylor	2844 Spy Glass Cove Longwood, Florida 32779

**ARTICLE V
PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights as set forth in Florida Statute §607.0630(2).

**ARTICLE VI
INITIAL REGISTERED OFFICE, REGISTERED
AGENT AND RESIDENT AGENT**

The street address of the initial registered office of this Corporation is 214 South Beach Street, Daytona, Florida 32114. The name of the initial Registered Agent and Resident Agent of this Corporation is Amanda S. Naylor.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
James J. Naylor	2844 Spy Glass Cove Longwood, Florida 32779
Amanda S. Naylor	2844 Spy Glass Cove Longwood, Florida 32779

**ARTICLE VIII
OFFICERS OF THE CORPORATION**

The name(s) and address(es) of the initial Officer(s) is/are:

<u>NAME</u>	<u>ADDRESS</u>
Amanda S. Naylor (President, Director Secretary, Treasurer)	2844 Spy Glass Cove Longwood, Florida 32779

**ARTICLE IX
PURPOSE**

The Corporation is to engage in all lawful businesses, including all powers necessary or convenient to effect its purpose.

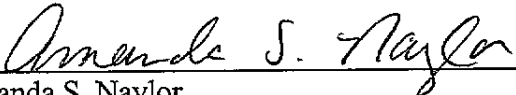
**ARTICLE X
INDEMNIFICATION**

This Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE XI
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of February, 2000, being the incorporator, this date and undersigned adopts these Articles of Incorporation.



Amanda S. Naylor


STATE OF FLORIDA)

COUNTY OF ORANGE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Amanda S. Naylor, known to me to be the person, or who produced FL Drivers as identification, and who executed the foregoing Articles of Incorporation and she executed said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 23 day of February ~~19~~, 1999.

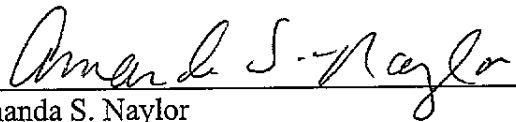




Notary Public State of Florida

ACCEPTANCE OF REGISTERED AGENT

I **HEREBY ACCEPT** the appointment to act in the capacity of Registered Agent and Resident Agent and agree to comply with the provisions of the laws of the State of Florida relative to keeping said offices open. I am familiar with and accept the obligations provided for in Florida Statute §607.0505.


Amanda S. Naylor

STATE OF FLORIDA)

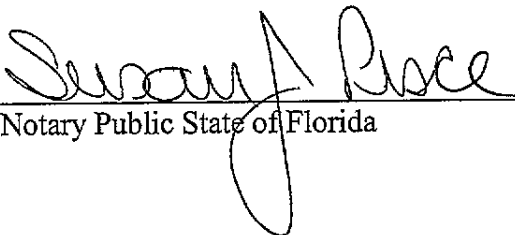
COUNTY OF ORANGE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Amanda S. Naylor, known to me to be the person, or who produced FL. DRIVERS as identification, and who executed the foregoing Articles of Incorporation, and she executed said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this ~~17th~~ day of February, 2000.

23rd




Notary Public State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED