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**THE FELD LAW OFFICES**

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March 15, 2000

Division of Corporations  
New Files Department  
P.O. Box 6327  
Tallahassee, Florida 32314

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-03/20/00--01069--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation

Dear Sir/Madam:

Enclosed please find articles of incorporation for Terry W. Thompson, Inc. Please file same and return to the undersigned in the self addressed stamped envelope that I have provided for your convenience.

Also enclosed is a check in the amount of \$78.75, \$70.00 representing the filing fees and \$8.75 representing the fee for a certified copy.

Your cooperation with regard to this matter is greatly appreciated. Should you have any questions, please do not hesitate to contact me.

Yours very truly,



Alice Reiter Feld

enclosures  
/kl

D. BROWN MAR 27 2000

ARTICLES OF INCORPORATION

OF

TERRY W. THOMPSON, INC.

ARTICLE I - NAME

The name of the Corporation is TERRY W. THOMPSON, INC.  
237 West 4th Ave., Ste. 2, Mt. Dora, Florida 32757

ARTICLE II - DURATION

The date when the Corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certification of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 Par Value Common stock, fully paid and non-assessable.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, every Shareholder, upon the sale

for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share of stock of this Corporation (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE VI -  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 237 West 4th Avenue, Suite 2, Mt. Dora, Florida 32757, and the name of the initial Registered Agent of this Corporation is Terry W. Thompson.

ARTICLE VII -  
FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of one (1) Director. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial Board of Directors of this Corporation are:

Terry W. Thompson, 237 West 4th Avenue, Suite 2, Mt. Dora, Florida 32757

ARTICLES VIII -  
INCORPORATOR

The name and address of the person signing these Article of Incorporation is:

Terry W. Thompson, 237 West 4th Avenue, Suite 2, Mt. Dora, Florida 32757

IN WITNESS WHEREOF, the undersigned Incorporator and designated Registered Agent

has executed these Article of Incorporation this 03-01 day of 00,  
2000.

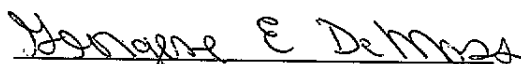
  
TERRY W. THOMPSON, INCORPORATOR

  
TERRY W. THOMPSON, REGISTERED AGENT

STATE OF FLORIDA     )  
                                  SS.:  
COUNTY OF LAKE )

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared TERRY W. THOMPSON, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Article of Incorporation and accepted his designation as Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 1st day of March, 2000.

  
Notary Public     State of Florida  
My Commission Expires: 4/5/02

