

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO66000632462

Duncan, Godfrey &
Associates, Inc

800003187898--8
-03/29/00--01011--009
*****70.00 *****70.00

RECEIVED
00 MAR 29 AM 10:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

☒ Art of Inc. File _____ **EFFECTIVE DATE**
____ LTD Partnership File _____ **03/27/00**
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
☒ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search **T. SMITH MAR 30 2000**
____ UCC 11 Retrieval _____
____ Courier _____

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

EFFECTIVE DATE
03/27/00

ARTICLES OF INCORPORATION
OF
DUNCAN, GODFREY & ASSOCIATES, INC.

We, the undersigned, hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Mailing Address

The name of this corporation shall be:

Duncan, Godfrey & Associates, Inc.

FILED
00 MAR 29 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The address of the principal office and the mailing address of this corporation is:

2841 Executive Drive, Suite 220
Clearwater, Florida 33762

ARTICLE II

Existence of Corporation

This corporation shall begin existence on March 27, 2000, and shall have perpetual existence.

ARTICLE III

Purposes

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

Powers

The corporation shall have all such powers as may be necessary or desirable to carry out the business of the Corporation, including, but not limited to all those powers enumerated by §607.0302, Florida Statutes (1997), as may be amended from time-to-time.

ARTICLE V

Capital Stock

(a) The corporation shall have a single class of common stock, all having the same rights and privileges.

(b) The total number of shares of stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, by promissory note, in property, in labor or services actually performed for the Corporation or promised to be performed as evidenced by a written contract, valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(c) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(d) There shall be no preemptive rights granted to the holders of any stock in the corporation.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is:

**2841 Executive Drive, Suite 220
Clearwater, Florida 33762**

and the name of the corporation's initial registered agent at such address is:

William W. Godfrey.

The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes (1997), as may be amended from time-to-time.

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
Connery H. Duncan	213 - 15th Avenue North St. Petersburg, Florida 33704

William W. Godfrey

2833 - 11th Street North
St. Petersburg, Florida 33704

The number of directors constituting any subsequent Board of Directors shall be determined in accordance with the Bylaws of the corporation and without amendment to these Articles of Incorporation.

ARTICLE VIII

Incorporators

The name and address of each incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Connery H. Duncan	213 - 15 th Avenue North St. Petersburg, Florida 33704
William W. Godfrey	2833 - 11 th Street North St. Petersburg, Florida 33704

ARTICLE IX

Indemnification

The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by Section 607.0850, Florida Statutes (1997), as amended from time-to-time.

ARTICLE X

Control Share Acquisitions

The corporation does hereby elect, pursuant to Subsection 607.0902(5), Florida Statutes (1997), to exempt itself from the provisions pertaining to control share acquisitions as contained in

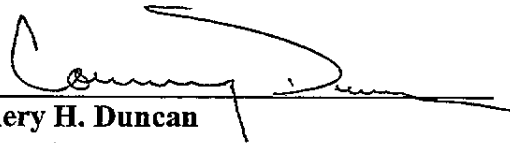
Sections 607.0902, 607.1301, 607.1302, and 607.1320, Florida Statutes (1997).

ARTICLE XI

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



Connery H. Duncan
Incorporator

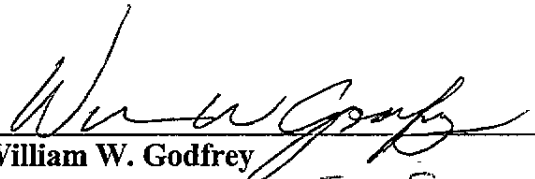


William W. Godfrey
Incorporator

Acceptance of Registered Agent

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 607.0505, Florida Statutes (1997).

DATED this 24th day of March, 2000.

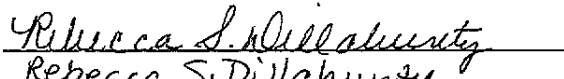


William W. Godfrey
Registered Agent

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, on this 24th day of March, 2000, personally appeared **William W. Godfrey**, to me well known to be the person described in and who signed the foregoing Articles of Incorporation and Acceptance of Registered Agent, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed and who () is personally known to me or (✓) produced a Florida Driver's License as identification.

WITNESS my hand and official seal the date aforesaid.



Rebecca S. Dillahunt
(Print Name of Notary Public)
Notary Public for State of Florida
My Commission Expires:
(SEAL)



Rebecca S. Dillahunt
MY COMMISSION # CC544177 EXPIRES
March 31, 2000
BONDED THRU TROY FAIR INSURANCE, INC.