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SCOTT WEIDNER
30700 US 19N, LOT 90
PALM HARBOR, FLORIDA 34684
727-798-9364

VIA FEDERAL EXPRESS

May 3, 2000

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Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

Re: Articles of Incorporation for "Weidner & Associates, Inc. (the "Corporation")


Dear Sir or Madam:

Enclosed please find an original and copy of the Articles of Incorporation for the above-reference Corporation, as well as a check made payable to the Department of State in the amount of \$78.75 to cover the filing fees.

Kindly arrange to have the Articles of Incorporation filed and return a certified copy of same to the undersigned in the enclosed postage paid envelope.

Should you have any questions regarding the foregoing, please feel free to contact me at the above address and telephone number. Thank you.

Sincerely,


Scott Weidner

encs.

P.S. Please use May 4, 2000 as
file date. Thank you

FILED
00 MAY -4 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN MAY - 8 2000

ARTICLES OF INCORPORATION

OF

WEIDNER & ASSOCIATES, INC.

FILED
00 MAY -4 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be: Weidner & Associates, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 30700 US 19N, Lot 90, Palm Harbor, Florida 34684.

ARTICLE III

NATURE OF CORPORATE BUSINESS AND POWER

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be one thousand (1,000) shares of common stock, par value \$.001 per share.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI

REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Scott Weidner
30700 US 19N, Lot 90
Palm Harbor, Florida 34684

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the initial Director of this Corporation is:

Scott Weidner
30700 US 19N, Lot 90
Palm Harbor, Florida 34684

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX

INCORPORATOR

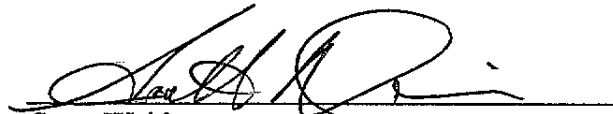
The name of the person signing these Articles of Incorporation as the Incorporator is Scott Weidner, and his address is 30700 US 19N, Lot 90, Palm Harbor, Florida 34684.

ARTICLE X

INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on May 3, 2000.



Scott Weidner

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Weidner & Associates, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 30700 US 19N, Lot 90, Palm Harbor, Florida 34684, has named Scott Weidner whose address is 30700 US 19N, Lot 90, Palm Harbor, Florida 34684, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Scott Weidner

FILED
00 MAY -4 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA