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**ROY MILLER**  
CERTIFIED PUBLIC ACCOUNTANT  
8834-14 Goodby's Executive Dr.  
Jacksonville, Florida 32217  
(904)731-4846

April 25, 2000

FILED  
00 MAY 22 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

500003261655--4  
-05/22/00--01098--009  
\*\*\*\*131.25 \*\*\*\*\*87.50

SUBJECT: Scott Joseph Vance Leuthold Corporation

Enclosed is an original and one (1) copy of the articles of incorporation and a check payable to the Department of State in the amount of \$131.25 to cover the following:

1. Filing Fee
2. Certified Copy
3. Certificate

The certified copy of the Articles and the certificate should be mailed to Roy Miller, 8834-14 Goodby's Executive Dr., Jacksonville, Florida 32217. Thank you.

Sincerely,

*Roy Miller*

Roy Miller

RM/sdr  
Enclosures

5-30  
WC

**ARTICLES OF INCORPORATION**  
**OF**  
**SCOTT JOSEPH VANCE LEUTHOLD CORPORATION**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

Name and Principal Place of Business

The name of the corporation is Scott Joseph Vance Leuthold Corporation, and the principal place of business is 1658 St. Paul Ave., Jacksonville, FL 32207

**ARTICLE II**

Duration

This corporation shall exist perpetually, commencing upon the filing of these Articles with the Secretary of State of the State of Florida.

**ARTICLE III**

Nature of Business

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

**ARTICLE IV**

Capital Stock

This corporation is authorized to issue 10,000 shares of \$.00 par value common stock which shall be designated "Common Shares."

## **ARTICLE V**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 1658 St. Paul Ave., Jacksonville, FL 32207 and the name of the initial registered agent of this corporation at that address is Scott Leuthold.

## **ARTICLE VI**

### **Directors**

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

## **ARTICLE VII**

### **Initial Directors**

The name and street address of the initial director of the corporation is:

Scott Leuthold  
1658 St. Paul Ave.  
Jacksonville, FL 32207

## **ARTICLE VIII**

### **Incorporators**

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

Scott Leuthold  
1658 St. Paul Ave.  
Jacksonville, FL 32207

## **ARTICLE IX**

### **Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, provided, however, the Board of Directors may not alter or repeal a bylaw or amendment thereto adopted by the shareholders.

## **ARTICLE X**

### **Restrictions of Transfer of Stock**

The shareholders may, by bylaw provision or by shareholders' agreement, recorded in the Minute Book, impose such restrictions on the sale, transfer or encumbrance of the stock of the corporation as they may see fit.

## **ARTICLE XI**

### **Director Compensation**

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

## **ARTICLE XII**

### **Indemnification**

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## **ARTICLE XIII**

### **Amendment**

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

Signature (Incorporator): [Signature] Date: 5.18.00

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 16<sup>th</sup> day of May, 2000

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was sworn to and acknowledged before me by Scott  
Leuthold, who produced as identification \_\_\_\_\_ or who is personally  
known to me and who did / did not take an oath on this 16<sup>th</sup> day of May, 2000

Notary Public at Large, State of Florida: [Signature]  
My commission expires: 8/26/03



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

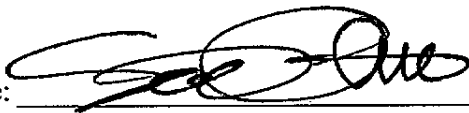
Scott Joseph Vance Leuthold Corporation  
1658 St. Paul Ave.  
Jacksonville, FL 32207

2. The name and address of the registered agent and office is:

Scott Leuthold  
1658 St. Paul Ave.  
Jacksonville, FL 32207

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Signature: \_\_\_\_\_



Date: \_\_\_\_\_

5.18.00