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F. H. Hale & Associates

Accounting Services

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***122.50 ***78.75

DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
POST OFFICE BOX 6327
TALLAHASSEE, FL 32314-6327

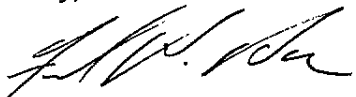
Dear Sir ,

Enclosed herewith please find a check in the amount of \$122.50 representing fees for filing a profit corporation, to wit:

Please send the completed document of incorporation to:

FRED H. HALE
5650 PARK BLVD.
PINELLAS PARK, FL 33781-3354

Sincerely,



Fred H. Hale
Registered Agent

Enclosure

FILED
00 JUN 26 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W00-15458~~



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 19, 2000

FRED H. HALE
5650 PARK BLVD.
PINELLAS PARK, FL 33781-3354

SUBJECT: ASSIST, INC.
Ref. Number: W00000015458

We have received your document for ASSIST, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 000A00034610

**ARTICLES OF INCORPORATION
OF
ASSIST AMERICA, INC.**

FILED
00 JUN 26 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Florida General Corporations Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is : ASSIST AMERICA, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares at \$1.00 par value common stock.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of the corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law. The names of the initial officers are:

MARGUERITE F. GIBBONS
15001 SOVEREIGN DRIVE
LARGO, FL 33774

ARTICLE VI - BY LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors of this corporation.

ARTICLE VII - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of this corporation is FRED H. HALE .
5650 PARK BLVD . PINELLAS PARK, FL 33781-3354

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - CORPORATE ADDRESS

The initial address in the State of the principal office of the corporation shall be:

15001 SOVERIEGN DRIVE
LARGO, FL 33774

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation registered agent/registered office, in the State of Florida.

1. The name of the Corporation in:

ASSIST AMERICA, INC.

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

FRED H. HALE
5650 PARK BLVD.
PINELLAS PARK, FL 33781-3354


Signature of Corporate Officer

President
Title

6/6/00
Date


Having been named to accept service of process above stated corporation at the place designated in the certificate, I hereby agree to act in the capacity and I further agree to comply with the performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

FILED
00 JUN 26 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

comply with the performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.



Signature of Registered Agent



Date

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE X - AMENDMENT

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

ARTICLE XI - SUB-CHAPTER S CORPORATION


The corporation may elect to be treated as an Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII - INCORPORATOR

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

MARGUERITE F. GIBBONS
15001 SOVERIEGN DRIVE
LARGO, FL 33774

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6TH day of JUNE , 2000 .



MARGUERITE F. GIBBONS

STATE OF FLORIDA)

COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgements, in the State and County aforesaid, personally appeared MARGUERITE F. GIBBONS known to me and by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 6TH day of JUNE, 2000 .



Notary Public, State of Florida
at large

My commission expires:

