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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 786348 7111432

AUTHORIZATION : *Patricia Pigitt*

COST LIMIT : \$ 70.00

ORDER DATE : August 3, 2000

ORDER TIME : 11:44 AM

ORDER NO. : 786348-005

CUSTOMER NO: 7111432

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CUSTOMER: Mr. C. Ted French
Dg Dickinson & Gibbons, P.a.

1750 Ringling Boulevard

Sarasota, FL 34236-6859

DOMESTIC FILING

NAME: HENLEY DEVELOPMENT CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

g 8/3/00

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ARTICLES OF INCORPORATION
OF
HENLEY DEVELOPMENT CORPORATION

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is:

Henley Development Corporation
1705 Walden Court
Englewood, Florida 34224

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is **1705 Walden Court, Englewood, Florida 34224**, and the name of its initial Registered Agent at that address is **William C. Henley**.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation is as follows:

Kennard E. Henley, 1730 Walden Court, Englewood, Florida 34224
Betty J. Henley, 1730 Walden Court, Englewood, Florida 34224
William C. Henley, 1705 Walden Court, Englewood, Florida 34224

Article 7. Incorporators. The name and address of the Incorporator is as follows:

Kennard E. Henley, 1730 Walden Court, Englewood, Florida 34224
Betty J. Henley, 1730 Walden Court, Englewood, Florida 34224
William C. Henley, 1705 Walden Court, Englewood, Florida 34224

Article 8. 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 right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 15 day of July, 2000.


Kennard E. Henley
KENNARD E. HENLEY

STATE OF FLORIDA)
COUNTY OF SARASOTA)

Before me personally appeared **KENNARD E. HENLEY**, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed and he did not take an oath.

WITNESS my hand and official seal this 15 day of July, 2000.

Barbra S. Hahn
Notary Public

 Barbra S Hahn
My Commission CC900662
Expires January 09 2004


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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **HENLEY DEVELOPMENT CORPORATION** which is contained in the foregoing Articles of Incorporation.

DATED this 17th day of July, 2000.



WILLIAM C. HENLEY
Registered Agent