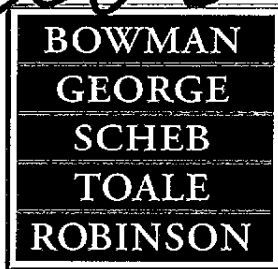


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DAVID G. BOWMAN
EUGENE O. GEORGE
ROBERT P. SCHEB
JAMES E. TOALE
DAVID G. BOWMAN, JR.
ROBERT K. ROBINSON
CHARLES D. BAILEY, III



~ATTORNEYS AT LAW~
Established 1912

JOHN F. BURKET
1875-1947
JOHN F. BURKET, JR.
1915-1984
V. MORRIS SMITH
1921-1996
JAMES J. DRYMON
1926-2000
Retired
E. D. R.

September 13, 2000

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32301

Re: **Palumbo Associates, Inc.**
Articles of Incorporation

400003397044--9
-09/18/00--01134--008
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the above referenced matter. Also enclosed is a check in the amount of \$70.00 for the fees. Please forward your confirmation letter at your earliest convenience.

Should you need any additional information, please contact me.

Very truly yours,

BOWMAN, GEORGE, SCHEB, TOALE
& ROBINSON, P.A.

By:

Robert P. Scheb

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 18 AM 9:36

FILED

RPS/jlp
encls.

ARTICLES OF INCORPORATION

OF

PALUMBO ASSOCIATES, INC.

FILED
00 SEP 18 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article 1. Name.

The name of the Corporation is: PALUMBO ASSOCIATES, INC. The address of the principal office of this corporation shall be 8871 Misty Creek Drive, Sarasota, FL 34241 and the mailing address will be 8871 Misty Creek Drive, Sarasota, FL 34241.

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 1000 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 8871 Misty Creek Drive, Sarasota, Florida 34241, and the name of its initial Registered Agent at that address is Gennaro Palumbo.

Article 6. Initial Board of Directors.

The number of Directors constituting the initial Board of Directors is two (2). 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 (1). The name and address of the initial Directors of the Corporation are as follows:

SANDRA A. PALUMBO
8871 Misty Creek Drive
Sarasota, FL 34241

GENNARO PALUMBO
8871 Misty Creek Drive
Sarasota, FL 34241

Article 7. Incorporator.

The name and address of the Incorporator is as follows:

SANDRA A. PALUMBO
8871 Misty Creek Drive
Sarasota, FL 34241

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.

Article 9. Indemnification.

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Preemptive Rights.

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 11. Stock Transfer Restrictions.

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 12. Rights of Initial Directors

The initial Director(s) shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect the initial Director named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of the initial Director who is a Shareholder of the Corporation at the time of the amendment.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 12 day of September, 2000.


SANDRA A. PALUMBO

STATE OF FLORIDA)

COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 12th day of September, 2000 by SANDRA A. PALUMBO, who is personally known to me, or who produced N/A as identification.


ROBERT P. SCHEB, Notary Public

My Commission Expires:

ROBERT P. SCHEB
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC949678
MY COMMISSION EXPIRES JUNE 28, 2004

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **PALUMBO ASSOCIATES, INC.**, which is contained in the foregoing Articles of Incorporation.

DATED this 12 day of September, 2000.


GENNARO PALUMBO, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 18 AM 9:36

FILED