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FRANK A. FORD, SR.
OF COUNSEL

PLEASE REPLY TO: DAYTONA OFFICE
September 19, 2000

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Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Flowing Well Associates, Inc.

Dear Division of Corporations:

Enclosed please find an original and two copies of the executed Articles of Incorporation for the above-named corporation, which include the Designation of Registered Agent. Please return a filed-stamped copy and the certified copy of these Articles and the other materials to our Daytona Beach office, at 543 S. Ridgewood Avenue, Daytona Beach, FL 32114.

Also enclosed is a check in the amount of \$87.50, payable to the Department of State, in payment of the following fees:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy of Document	\$ 8.75
Certificate of Status	<u>\$ 8.75</u>
Total	\$ 87.50

Thank you for your assistance with this matter.

Yours truly,

Janet M. Strickland
Janet M. Strickland

encs

FILED
00 SEP 21 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FLOWING WELL ASSOCIATES, INC.**

FILED
00 SEP 21 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, who, if a natural person, is eighteen years of age or older, hereby establishes a corporation pursuant to the Florida Business Corporation Act, as amended, and adopts the following Articles of Incorporation:

**Article I.
Corporate Name**

The name of this corporation is Flowing Well Associates, Inc.

**Article II.
Duration**

The corporation shall be effective upon the filing of these Articles with the Florida Department of State, and shall exist perpetually.

**Article III.
Purpose**

The corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida and of the United States. The corporation shall have and may exercise all the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Florida.

**Article IV.
Capital Stock**

The corporation is authorized to issue Ten Thousand (10,000) shares of stock, all of which shall be voting common shares with a par value of \$1.00 (one dollar). All stock when issued shall be fully paid for and shall be nonassessable. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

Article V.
Preemptive Rights

The holders of the corporation's issued and outstanding common shares shall have the right ("preemptive right") during a reasonable time and on reasonable conditions, both to be fixed by the board of directors, to purchase those common shares or other securities, as the case may be, in those proportions as would, if all the preemptive rights granted were exercised, preserve the relative unlimited dividend rights and voting rights of the then holders. The price or prices at which those common shares or other securities shall be issued to the then holders of the corporation's issued and outstanding shares shall be no less favorable than the price or prices at which those common shares or other securities are proposed to be offered for sale to others.

Article VI.
Designation of Registered Agent and Office

The name of the initial registered agent of the corporation is Roy M. Schleicher. The street address of the initial registered office of the corporation is 2652 Flowing Well Road, DeLand, FL 32720.

Article VII.
Principal Office and Mailing Address

The principal place of business and the mailing address of the corporation is 2652 Flowing Well Road, DeLand, FL 32720.

Article VIII.
Initial Board of Directors

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one. Directors need not be stockholders in the corporation. The names and addresses of the initial Board of Directors who shall hold office until the first annual meeting of shareholders of the corporation or until their successors are duly elected and qualified are as follows:

Roy M. Schleicher
2652 Flowing Well Road
DeLand, FL 32720

Senta M. Goudy
2652 Flowing Well Road
DeLand, FL 32720

**Article IX.
Incorporator**

The name and street address of the incorporator of the corporation is as follows:

Roy M. Schleicher
2652 Flowing Well Road
DeLand, FL 32720

**Article X.
Bylaws**

The power to adopt initial Bylaws shall be vested in the Board of Directors.

**Article XI.
Restrictions on the Transfer of Stock**

The following language shall appear on the stock certificates:

The shares represented by this certificate have not been registered under the Securities Act of 1933 or Chapter 517, Florida Statutes. The shares have not been acquired with a view to, or in connection with, any distribution thereof and may not be sold, pledged, hypothecated, transferred to or otherwise disposed of in the absence of an effective registration statement for the shares under the Securities Act of 1933 and Chapter 517 or an opinion of counsel satisfactory to the corporation that registration is not required under such Act and Chapter.

Further, if the stockholders of the Corporation elect for the Corporation to be taxed as a Subchapter S corporation (as defined in the Internal Revenue Code), no stockholder shall transfer all or any part of his or her shares of the Corporation's stock if that transfer would cause an election made by the Corporation to be taxed as an S corporation to terminate. Any such purported transfer shall be null and void.

**Article XII.
Amendments**

The Board of Directors of the corporation reserve the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of September, 2000.

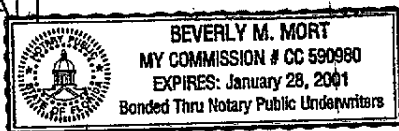

Roy M. Schleicher, Incorporator


STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Roy M. Schleicher, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State set forth above this 18 day of September, 2000.

[SEAL]



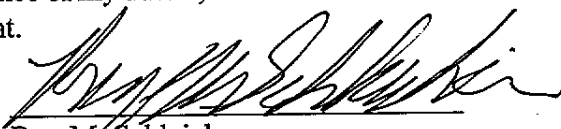

Notary Public, State of Florida
Beverly m. mort
Typed or Printed Name of Notary

Commission No. CC 590980
My Commission Expires: 1/28/01

Personally Known _____ or
Produced Identification X
Type of Identification FL DL

Acceptance by Registered Agent

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these Articles, 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.


Roy M. Schleicher
Sept 18, 2000
Date