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JOHNSTON & SASSER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

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JOSEPH E. JOHNSTON, JR.
DAVID C. SASSER
DARRYL W. JOHNSTON

October 31, 2000

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

900003451739--2
11/03/00-01072-021
****137.50 ****137.50

RE: Atchison Cove Services, Inc.

Gentleman:

Enclosed please find:

1. Original Certificate of Domestication for Atchison Cove Services, Inc.
2. Original Articles of Incorporation for Atchison Cove Services, Inc.
3. Check in the amount of \$137.50 for:

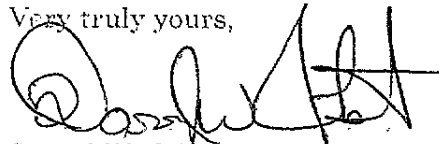
\$50.00	filing fee for domestication
70.00	filing fee for articles of incorporation
8.75	certified copy of articles of incorporation - 605
8.75	certified copy of Certificate of Domestication

The spaces for the fax audit number are blank as these articles were not filed online.

Please process this at your earliest opportunity and return the certified copy of the articles of incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,


Darryl W. Johnston

DWJ:bsj
Enclosures

T. Burch NOV - 6 2000

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00 NOV - 3 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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CERTIFICATE OF DOMESTICATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, BARBARA ANN DUNN, who is the President of ATCHISON COVE SERVICES, INC., in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which the corporation was formed is September 20, 1976.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Connecticut.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was ATCHISON COVE SERVICES, INC.
4. The name of the corporation as set forth in its articles of incorporation to be filed pursuant to ss. 607.0401 and 607.0202 with this certificate is ATCHISON COVE SERVICES, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Connecticut. I am the President of ATCHISON COVE SERVICES, INC. I am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 31st day of October, 2000.

Barbara Ann Dunn, President
Barbara Ann Dunn, as President

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

ATCHISON COVE SERVICES, INC.

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

ARTICLE I - NAME

The name of this corporation is ATCHISON COVE SERVICES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

- A. To engage in business of real estate development and other lawful business.
- B. 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.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Prepared by:
Darryl W. Johnston, Esquire
Florida Bar No. 768286
Johnston & Sasser, P. A.
P. O. Box 997
Brooksville, FL 34605-0997
352/796-5123 (phone) 352/799-3187 (fax)

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ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is FIVE THOUSAND (5,000) shares of common stock. Such shares shall be of a single class and shall have no par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation and the street address is Ralph E. Dunn, 5198 Legend Hills Lane, Brooksville, FL 34609. The principal office and mailing address of this corporation 5198 Legend Hills Lane, Brooksville, FL 34609.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have four Directors constituting the initial Board of Directors. The number of Directors may be increased from time to time in accordance with the By-Laws but shall never be less than one. The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Ralph E. Dunn	5198 Legend Hills Lane, Brooksville, FL 34609
Daniel Christopher Dunn	5198 Legend Hills Lane, Brooksville, FL 34609
Christine Ann Dunn	5198 Legend Hills Lane, Brooksville, FL 34609
Barbara Ann Dunn	5198 Legend Hills Lane, Brooksville, FL 34609

ARTICLE VII - INCORPORATOR(S)

The name and address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Ralph E. Dunn	5198 Legend Hills Lane, Brooksville, FL 34609

Fax Audit Number _____

Fax Audit Number _____

ARTICLE VIII - 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 IX - 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

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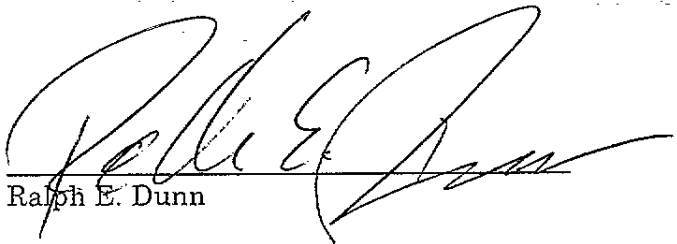
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to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE X - AMENDMENT

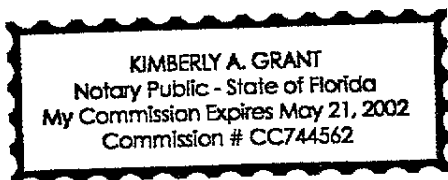
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

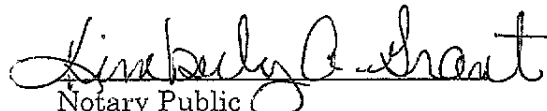
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31 day of October, 2000.


Ralph E. Dunn

STATE OF FLORIDA
COUNTY OF HERNANDO

THE foregoing Articles of Incorporation were signed and acknowledged before me by Ralph E. Dunn who is personally known to me or who produced _____ as Identification, and who did not take an oath, this _____ day of October, 2000.




Notary Public
(Print, type or stamp name,
commission number and date
commission expires)

Fax Audit Number _____

FILED

Fax Audit Number _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

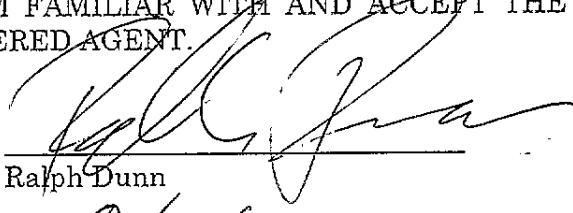
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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 ATCHISON COVE SERVICES, INC.
2. The name and address of the registered agent and office is:

Ralph E. Dunn, 5198 Legend Hills Lane, Brooksville, FL 34609

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.



Ralph Dunn

Oct 31, 2000
Date

Fax Audit Number _____