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McDANIEL & BALL, P.A.

ATTORNEYS AT LAW

1444 FIRST STREET

SARASOTA, FLORIDA 34236

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ROBERT S. McDANIEL, JR.
CHARLES H. BALL

November 27, 2000

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-11/29/00-01033-015
*****122.50 *****78.75

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

SUBJECT: Fred Harris & Associates, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$122.50 for filing fees, certified copy and designation of registered agent.

FROM: Robert S. McDaniel, Jr.
McDaniel & Ball, P.A.
1444 First Street
Sarasota, Florida 34236

(941) 952-1500

Sincerely yours,

McDANIEL & BALL, P.A.

Robert S. McDaniel, Jr.

Robert S. McDaniel, Jr. *Kmr*

RSMcD:kmd

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. Burch DEC 4 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FRED HARRIS & ASSOCIATES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be FRED HARRIS & ASSOCIATES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 5824 Bee Ridge Road, Suite 308, Sarasota, Florida 34233.

ARTICLE III NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or

property, at a just value to be fixed by the subscriber of this corporation at any regular or special meeting.

ARTICLE V EXISTENCE

This corporation shall have perpetual existence until dissolved according to law.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

ROBERT S. MCDANIEL, Esq. 1444 First Street
Sarasota, FL 34236

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Fred Harris 5824 Bee Ridge Road, Suite 308,
Sarasota, FL 34233

ARTICLE VIII DIRECTOR

There shall be one director of the corporation. The name and address of the director is:

Fred Harris 5824 Bee Ridge Road, Suite 308,
Sarasota, FL 34233

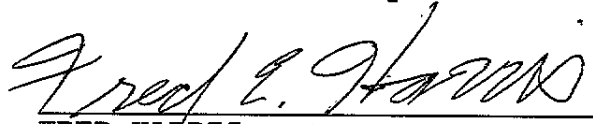
ARTICLE IX SUBSCRIBER

The name and Address of each person signing these Articles of Incorporation as a subscriber is as follows:

FRED HARRIS 5824 Bee Ridge Road, Suite 308
Sarasota, Florida 34233

ARTICLE X AMENDMENT

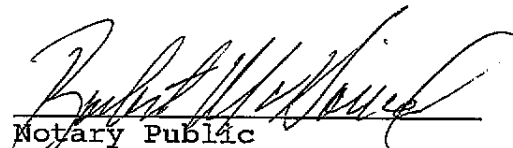
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the subscribers, proposed by them to the stockholders and approved by them at a meeting of stockholders by a majority of the stockholders entitled to vote thereon, unless all the officers and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


FRED HARRIS

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 17 day of November, 2000, by FRED HARRIS, who is personally known to me or who did produce _____ as identification.


Notary Public
My Commission Expires:



Robert McDaniel
MY COMMISSION # CG624366 EXPIRES
February 25, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

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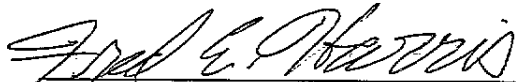
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

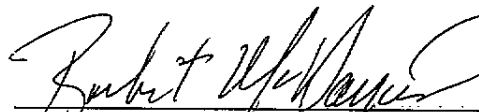
In compliance with Sections 48.091 and 607.034, Florida Statutes, the Following is submitted:

FIRST that **FRED HARRIS & ASSOCIATES, INC.**, is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5824 Bee Ridge Road, Suite 308, Sarasota, Florida 34233, has named Robert S. McDaniel, Jr., Esquire located 1444 First Street, Sarasota, Florida 34236, as its agent to accept service of process within Florida.

Dated: 11/17/00


FRED HARRIS, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


ROBERT S. MCDANIEL, JR., Registered Agent