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Collins, Brown, Caldwell,  
Barkett & Garavaglia

CHARTERED

ATTORNEYS AT LAW

756 BEACHLAND BOULEVARD  
VERO BEACH, FLORIDA 32963

BRUCE D. BARKETT  
CALVIN B. BROWN  
WILLIAM W. CALDWELL  
SUSAN A. CALISTRI\*  
GEORGE G. COLLINS, JR.\*\*  
MICHAEL J. GARAVAGLIA  
LISA N. THOMPSON\*\*\*

PLEASE REPLY TO:  
POST OFFICE BOX 64-3686  
VERO BEACH, FLORIDA 32964-3686  
561-231-4343  
TELEFAX: 561-234-5213  
INTERNET: CBC@VEROLAW.COM

\*MASTER OF LAWS IN ESTATE PLANNING  
\*\*BOARD CERTIFIED REAL ESTATE LAWYER  
\*\*\*MASTER OF LAWS IN REAL PROPERTY DEVELOPMENT

December 14, 2000

FEDERAL EXPRESS

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32301

000003502580--8  
-12/15/00--01077--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Mayfield Group, Inc.

Dear Sir:

Enclosed please find an original and one conformed copy of the Articles of Incorporation for the above named corporation. I would appreciate your filing the original with your office and returning the conformed copy, with your Certificate attached, to this office.

I am also enclosing our check in the amount of \$78.75 covering the following:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Form	35.00

Thank you for your consideration in this matter.

Sincerely,

*George G. Collins, Jr.*

George G. Collins, Jr.  
For the Firm

GGC, JR./mja  
Enclosures

FILED  
2000 DEC 15 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BC 12/20

**ARTICLES OF INCORPORATION**

**OF**

**MAYFIELD GROUP, INC.**

**ARTICLE I - NAME**

The name of this corporation is **MAYFIELD GROUP, INC.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The amount of capital stock authorized for the corporation is a maximum of seven thousand five hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issued, and transferred only in accordance with such By-Laws as the corporation shall from time to time make, change, or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial Registered Agent and the initial registered office of

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2000 DEC 15 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

this corporation are:

GEORGE G. COLLINS, JR.  
756 Beachland Boulevard  
Vero Beach, Florida 32963

#### **ARTICLE VI - PRINCIPAL OFFICE**

The principal office and mailing address of the corporation is:

756 Beachland Boulevard  
Vero Beach, Florida 32963

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The number of Directors of this corporation shall be not less than one (1) nor more than five (5). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Deborah J. Mayfield	480 38th Court Vero Beach, Florida 32968

#### **ARTICLE VIII - INCORPORATION**

The names and addresses of the persons signing these Articles are:

Deborah J. Mayfield	480 38th Court Vero Beach, Florida 32968
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#### **ARTICLE IX**

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

A. Any limitation or restraint upon the transferability, alienation, or

assignment of stock;

B. Any limitation or restraint upon the encumbrance or pledge of stock;

C. Any agreements conferring pre-emptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;

D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and

E. Any and all such agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by By-Laws of the corporation.

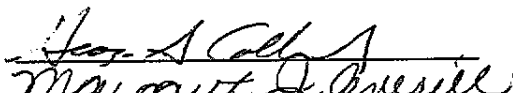
#### **ARTICLE X - INDEMNIFICATION**

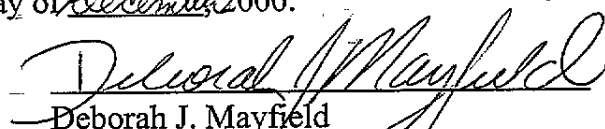
The corporation shall indemnify any officer or Director or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XI - AMENDMENT**

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred upon stockholders, directors, and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 14<sup>th</sup> day of December 2000.

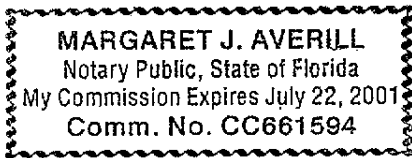
  
Margaret J. Oresill  
As to Mrs. Mayfield

  
Deborah J. Mayfield

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day  
of December, 2000, by DEBORAH J. MAYFIELD, who is personally known to  
me or who has produced \_\_\_\_\_ as identification.

Margaret J. Averill  
Notary Public.



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 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:

MAYFIELD GROUP, INC.

2. The name and address of the registered agent and office is:

George G. Collins, Jr.

(Name)

756 Beachland Boulevard

(P.O. Box NOT acceptable)

Vero Beach, Florida 32963

(City/State/Zip)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*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.*

Signature

Date