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CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

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January 23, 2001

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: AGG & Associates, Inc.

600003575376--7
-01/26/01--01005--002
*****78.75 *****78.75

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation.
Please file one original and certify and return one original to me.

Also enclosed is our firm check in the amount of \$78.75, to cover the following costs:

| | | |
|----|---------------------------------|----------------|
| 1. | Filing fee | \$35.00 |
| 2. | Designation of Registered Agent | 35.00 |
| 3. | Certified copy of Charter | <u>8.75</u> |
| | Total | \$78.75 |

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes
Nancy Barnes, Paralegal

NRB/as
Enclosures

cc: AGG & Associates, Inc.

20-10089

FILED
01 JAN 25 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

AGG & ASSOCIATES, INC.

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: AGG & Associates, Inc.

ARTICLE 2

Principal Address / Mailing Address

The principal address and mailing address of this corporation is 2484 Culbreath Road, Brooksville, Florida 34602.

ARTICLE 3

Shares

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 712 South Oregon Avenue, Tampa, Florida 33606, and the name of the initial registered agent of this corporation at that address is Daniel D. Whitaker.

ARTICLE 5

Incorporator

The name and address of the person signing these Articles is:

James Gilmour
2484 Culbreath Road
Brooksville, Florida 34602

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TALLAHASSEE, FLORIDA

ARTICLE 6

Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than three

(3). The name and address of the initial directors of this corporation are:

James Gilmour, Ph.D.
2484 Culbreath Road
Brooksville, Florida 34602

Tom Allerton
545 Karen Avenue
Altamonte Springs, Florida 32701

Robert G. Gutshall
2000 Evergreen Court
Kissimmee, Florida 34746-3081

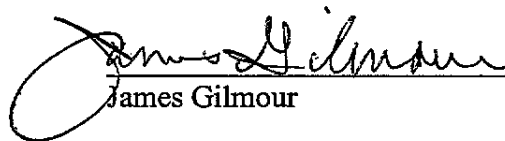
The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

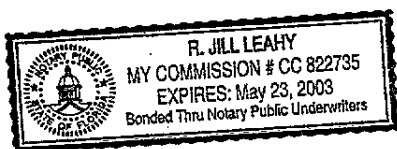
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 23rd day of January, 2001.

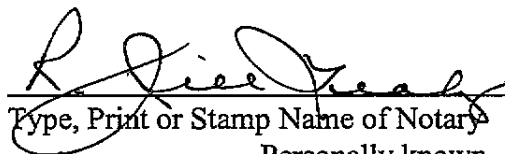

James Gilmour

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23rd day of January, 2001 by James Gilmour.

SEAL




Type, Print or Stamp Name of Notary
Personally known _____

or Produced Identification X
Type of Identification Produced FL D/L

Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.



Daniel D. Whitaker

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TALLAHASSEE, FLORIDA

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