

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P010000021651

Lee Guthrie & Associates, Inc.

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*****78.75 *****78.75

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

<input checked="" type="checkbox"/>	Art of Inc. File	SECRETARY OF STATE TALLAHASSEE, FLORIDA	01 FEB 27 PM 2:26	FILED
<input type="checkbox"/>	LTD Partnership File			
<input type="checkbox"/>	Foreign Corp. File			
<input type="checkbox"/>	L.C. File			
<input type="checkbox"/>	Fictitious Name File			
<input type="checkbox"/>	Trade/Service Mark			
<input type="checkbox"/>	Merger File			
<input type="checkbox"/>	Art. of Amend. File			
<input type="checkbox"/>	RA Resignation			
<input type="checkbox"/>	Dissolution / Withdrawal			
<input type="checkbox"/>	Annual Report / Reinstatement			
<input checked="" type="checkbox"/>	Cert. Copy	DIVISION OF CORPORATION	01 FEB 27 PM 12:51	RECEIVED
<input type="checkbox"/>	Photo Copy			
<input type="checkbox"/>	Certificate of Good Standing			
<input type="checkbox"/>	Certificate of Status			
<input type="checkbox"/>	Certificate of Fictitious Name			
<input type="checkbox"/>	Corp Record Search			
<input type="checkbox"/>	Officer Search			
<input type="checkbox"/>	Fictitious Search			
<input type="checkbox"/>	Fictitious Owner Search			
<input type="checkbox"/>	Vehicle Search			
<input type="checkbox"/>	Driving Record			
<input type="checkbox"/>	UCC 1 or 3 File			
<input type="checkbox"/>	UCC 11 Search			
<input type="checkbox"/>	UCC 11 Retrieval			

T. SMITH FEB 27 2001

ARTICLES OF INCORPORATION

of

LEE GUTHRIE & ASSOCIATES, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract hereby form a corporation under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE I - CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is:

LEE GUTHRIE & ASSOCIATES, INC.

The corporation's principal office and mailing address is:

LEE GUTHRIE & ASSOCIATES, INC.
C/O W. HOWARD ELLINGSWORTH, C.P.A.
96 NE 4TH AVENUE
DELRAY BEACH, FLORIDA 33483

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any lawful activities permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1,000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and mailing address of the Initial Registered Agent of this Corporation is:

W. HOWARD ELLINGSWORTH
C/O SMITH, GRAHAM, ELLINGSWORTH & ASSOCIATES, P.A.
96 NE 4TH AVENUE
DELRAY BEACH, FLORIDA 33483

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of the corporation are as follows:


LAWRENCE L. GUTHRIE
13 BURGUNDY WAY
YOUNTVILLE, CALIFORNIA 94599

ARTICLE VII - INCORPORATORS

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

W. HOWARD ELLINGSWORTH
C/O SMITH, GRAHAM, ELLINGSWORTH & ASSOCIATES, P.A.
96 NE 4TH AVENUE
DELRAY BEACH, FLORIDA 33483

ary, 2001.



W. Howard Ellingsworth

) SS)

before me, a Notary Public authorized to take
acknowledgements in the State and County set forth above,
personally appeared _____ :

known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that HE executed these Articles of Incorporation.

Chris Lee Murray
(Notary Public, State of Florida at Large)

Christine Murray
MY COMMISSION # CC699359 EXPIRES
March 29, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

LEE GUTHRIE & ASSOCIATES, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Pursuant to Florida Statutes Sections 48.091 and 607.034,
the following is submitted:

The above corporation, desiring to organize under the laws
of the State of Florida with its registered office as
indicated in the Articles of Incorporation at

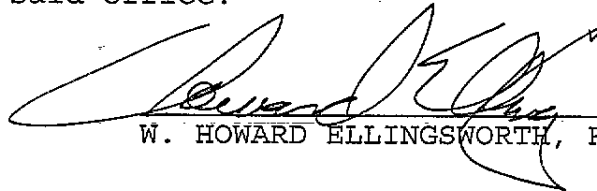
96 NE 4TH AVENUE
DELRAY BEACH, FLORIDA 33483

has named W. HOWARD ELLINGSWORTH

located at the aforesaid address, as its Registered Agent to
accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated corporation at the place designated in this
certificate, I hereby accept to act in this capacity, and
agree to comply with the provisions of Florida Law in
keeping open said office.



W. HOWARD ELLINGSWORTH, Registered Agent