



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

February 28, 2001

UCC FILING & SEARCH SERVICES, INC.

SUBJECT: PERRY-HEWITT, INC. Ref. Number: W01000004602

We have received your document for PERRY-HEWITT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith Document Specialist

Letter Number: 501A00012541 2001 MAR - I PM 2: 00 SUFFICIENCY OF FILING

REPORATION 0310110

RETARY OF STATE

EB 28 PH 3: 1

ARTICLES OF INCORPORATION

OF

PERRY/HEWITT, INC.

ARTICLE I

NAME

The name of this corporation is Perry/Hewitt, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this corporation is 3839 C.R. 48, Okahumpka, Florida 34762 and the mailing address of this Corporation is Post Office Box 490697, Leesburg, FL 34749.

ARTICLE III

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of March 1, 2001.

ARTICLE IV

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Joel D. Bronstein, Esq., 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are Howard H. Hewitt, Sr., 3839 C.R. 48, Okahumpka, Florida 34762 and Benjamin F. Perry, 3839 C.R. 48, Okahumpka, Florida 34762.

2

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Joel D. Bronstein, 150 Second Avenue N., Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

3

ARTICLE XII

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 26th day of February, 2001.

INCORPORATOR



149744.1