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TALLAHASSEE FLORIDA

ORDER DATE : May 22, 2001

ORDER TIME : 11:48 AM

ORDER NO. : 158732-005

CUSTOMER NO: 4336896

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CUSTOMER: Ms. Amy E. Schultz  
Thaler & Thaler

700 N. Olive Ave.

West Palm Beach, FL 33401

DOMESTIC FILING

NAME: ANDREW L. SMITH, JR. AND  
ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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**ARTICLES OF INCORPORATION**  
**OF**  
**ANDREW L. SMITH, JR. AND ASSOCIATES, INC.**

2001 MAY 22 PM 2:18  
TALLAHASSEE FLORIDA

The undersigned, desiring to form a corporation for the purpose hereinafter stated, under and pursuant to the laws of the State of Florida, does hereby declare as follows:

**ARTICLE I**  
**NAME**

The name of the corporation shall be **ANDREW L. SMITH, JR. AND ASSOCIATES, INC.**

**ARTICLE II**  
**BUSINESS AND PURPOSE**

The nature of the business which may be transacted by the corporation is as follows:

This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

**ARTICLE III**  
**STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be One Million (1,000,000) shares of common stock, and shall be \$.01 par value per share. The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the directors at a meeting called for such purpose, or at the organization meeting. Property, labor or

services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the corporation. Stock in other corporations or going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the directors of the company may decide.

**ARTICLE IV**  
**PRE-EMPTIVE RIGHTS GRANTED**

Each shareholder shall have pre-emptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

**ARTICLE V**  
**TERMS OF EXISTENCE**

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

**ARTICLE VI**  
**PRINCIPAL OFFICE**

The principal office or place of business of the corporation shall be located at 5143 Minto Road, Boynton Beach, Florida, 33437, with privilege of having its offices and branch offices at other places within or without the State of Florida.

**ARTICLE VII**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The initial Registered Agent of this corporation shall be Amy E. Schultz, a resident of Florida, and the initial Registered Office of the corporation shall be 700 North Olive Avenue, West Palm Beach, FL 33401.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The affairs of the corporation shall be conducted by a board of not less than one (1) and not more than three (3) directors.

**ARTICLE IX**  
**INITIAL DIRECTORS**

The name and address of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

<b><u>NAME</u></b> __	<b><u>ADDRESS</u></b>
Andrew L. Smith, Jr.	5143 Minto Road Boynton Beach, FL 33437

**ARTICLE X**  
**MANAGEMENT**

The corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida.

**ARTICLE XI**  
**TRANSACTIONS WITH RELATED PARTIES**

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested directors; or

B. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote, and they authorize, approve or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee, or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors as a committee thereof which authorizes, approves, or ratifies such contract or transaction.

#### **ARTICLE XII** **INCORPORATOR**

The name and address of the incorporator is Amy E. Schultz, 700 North Olive Avenue, West Palm Beach, FL 33401.

#### **ARTICLE XIII** **COMMENCEMENT OF EXISTENCE**

The corporation shall commence its existence on the date of filing of the Articles of Incorporation.

#### **ARTICLE XIV** **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law, either now or hereafter.



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

Pursuant to the provisions of §607.0501, 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 **ANDREW L. SMITH, JR. AND ASSOCIATES, INC.**
  
2. The name and address of the registered agent and office is:

AMY E. SCHULTZ  
  
700 N. OLIVE AVENUE  
  
WEST PALM BEACH, FL 33401

2001 MAY 22 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



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**AMY E. SCHULTZ**, Incorporator

DATE: May 21, 2001

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.



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**AMY E. SCHULTZ**

DATE: May 21, 2001