

LAW OFFICES
KEVAN D. ACORD, P.A.
15700 COLLEGE BOULEVARD, SUITE 100
LENEXA, KANSAS 66219-1378
(913) 492-6008
(913) 492-7953 - FAX

FILED
01 MAY 22 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 18, 2001

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300004287843--6
-05/22/01--01099--005
*****78.75 *****78.75

Subject: McDowell Management, Inc.

Enclosed herein are an original and one (1) copy of the articles of incorporation for this entity with a check for \$78.75 to pay the filing fee and obtain a certified copy of same.

As the incorporator, I am sending this data for recording. I am Kevan D. Acord and my address is 15700 College Boulevard, Suite 100, Lenexa, Kansas 66219. I may be reached by telephone at 913-492-6008 during normal business hours in the Central time zone.

Please telephone should there be any additional data required.

Sincerely,

Kevan D. Acord by gc
Kevan D. Acord

KDA/amr

Encl: Original and copy of McDowell Management, Inc. articles of incorporation
Check for \$78.75 payable to Florida Department of State

Cc: Monte McDowell

RECORDED MAY 21 2001

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes Chapter 607, does hereby adopt the following Articles of Incorporation.

ARTICLES OF INCORPORATION

OF

McDOWELL MANAGEMENT, INC.

FILED
01 MAY 22 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. NAME

The name of the Corporation is: McDowell Management, Inc.

II. NATURE OF BUSINESS

The Corporation may engage in any activity of business permitted by law.

III. PRINCIPAL OFFICE

The principal office of the Corporation is:

4221 Magnolia
Orange Park, Florida 32065

IV. MAILING ADDRESS

The mailing address of the Corporation is:

4221 Magnolia
Orange Park, Florida 32065

V. PURPOSE

The Corporation is formed for the purpose of providing management services and engaging in any lawful business or activity for which corporations may be organized under the laws of the State of Florida.

VI. SHARES

The number of shares that the Corporation is authorized to issue is 1,000 (one thousand) shares of Common stock of the par value of \$1.00 per share, amounting in the aggregate to \$1,000. The shares shall be of single class and have no preferences, qualifications, limitations, or restrictions whatsoever, nor any special or relative rights to respect of the shares.

VII. MANAGEMENT OF THE CORPORATION

The Corporation shall not have a board of directors. Rather, all of the powers and duties conferred and imposed upon a board of directors by the Act shall be exercised and performed by the shareholders.

VIII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4221 Magnolia, Orange Park, Florida 32065, and the name of its initial registered agent at such address is: Monte G. McDowell.

IX. INCORPORATOR

The name and address of the incorporator is:
Kevan D. Acord, P.A.
15700 College Boulevard, Suite 100
Lenexa, KS 66219-1373

X. INDEMNIFICATION

The corporation shall indemnify any present or former officer, employee, or agent, of the Corporation in the manner set out and provided for in the Act.

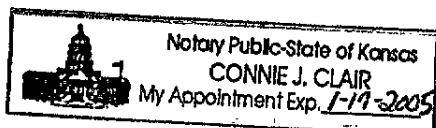
IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the incorporator on this 18th day of May, 2001.

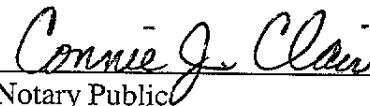


Kevan D. Acord
Incorporator

STATE OF Kansas)
)ss
COUNTY OF Johnson)

I, Connie J. Clair, a notary public, do hereby certify that on this 18th day of May, 2001, personally appeared before me, Kevan D. Acord, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.



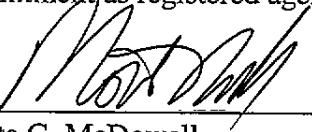


Notary Public

FILED
01 MAY 22 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY 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 am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Monte G. McDowell