

**STRAUGHN, STRAUGHN & TURNER, P.A.**

ATTORNEYS AND COUNSELORS AT LAW

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Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-05/29/01--D1152--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: RUSSELL PROPERTIES, INC./  
Incorporation  
Our File No.: 3946/003

Dear Sir:

Enclosed for filing, please find the Articles of Incorporation, together with the Registered Agent form. Also enclosed, is my firm's check in the amount of \$78.75, which represents the filing fee of \$70.00, plus the cost of a certified copy of \$8.75.

Please forward a certified copy to this office.

Thanking you in advance for your assistance in this matter, should you have any questions, please do not hesitate to contact me.

Sincerely yours,

STRAUGHN, STRAUGHN & TURNER, P.A.

*Debby Bakcock /for*

Richard E. Straughn  
(signed in my absence to avoid delay)

RES/djb  
enclosures

cc: Jon T. Russell

russell.inc\russellp\fladept.art

ARTICLES OF INCORPORATION  
OF  
RUSSELL PROPERTIES, INC.

FILED  
01 MAY 29 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is RUSSELL PROPERTIES, INC., whose mailing address is: 750 North Tamiami Trail #1208, Sarasota, Florida 34236.

ARTICLE II - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total authorized capital stock of this Corporation shall be 7,500 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

ARTICLE IV - PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE V. - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI - ADDRESS

The principal office of this Corporation shall be 750 North Tamiami Trail #1208, Sarasota, Florida 34236, but the Corporation shall have the power to establish branch offices and other places

of business at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

#### ARTICLE VII - DIRECTORS

This Corporation shall have three (3) Directors initially, the number of Directors may be increased or diminished from time to time according to By-Laws adopted by the Stockholders, but shall never be less than one.

#### ARTICLE VIII - ORIGINAL DIRECTORS

The names and addresses of the members of the first Board of Directors, are:

JON T. RUSSELL	750 North Tamiami Trail #1208 Sarasota, Florida 34236
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KATHERINE V. RUSSELL	750 North Tamiami Trail #1208 Sarasota, Florida 34236
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MARK A. RUSSELL	244 Ruby Lake Lane Winter Haven, Florida 33884
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#### ARTICLE IX. - SUBSCRIBER

The name and address of the Subscriber to the Articles of Incorporation of this Corporation, are:

JON T. RUSSELL	750 North Tamiami Trail #1208 Sarasota, Florida 34236
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IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation in the office of the Secretary of State, this  
24TH day of May, 2001.

  
JON T. RUSSELL

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In Pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST--- RUSSELL PROPERTIES, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Sarasota, State of FLORIDA, has named, JON T. RUSSELL, located 750 North Tamiami Trail #1208, Sarasota, Florida 34236, as its Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT: (Must be signed by Registered Agent).

Having been named to accept service of process for the above state Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
JON T. RUSSELL

FILED  
01 MAY 29 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA