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ACCOUNT NO. : 072100000032

REFERENCE : 178182 9585A

AUTHORIZATION :

COST LIMIT : \$ 78.75

2001 JUN -7 PM 4:50
TALLAHASSEE FLORIDA

ORDER DATE : June 7, 2001

ORDER TIME : 3:17 PM

ORDER NO. : 178182-005

CUSTOMER NO: 9585A

100004976881--0

CUSTOMER: Del G. Potter, Esq
Potter Clement Lowry &
Duncan
308 East Fifth Avenue

Mount Dora, FL 32757

DOMESTIC FILING

NAME: ZANELLA AND ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS:

RECEIVED
01 JUN -7 PM 4:48/01
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
ZANELLA AND ASSOCIATES, INC.

2001 JUN -7 PM 4:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME: The name of this Corporation is ZANELLA AND ASSOCIATES, INC., and its address is 1502 N. Donnelly Street, Suite 105, Mount Dora, Florida 32757.

ARTICLE II

DURATION: This Corporation shall exist perpetually.

ARTICLE III

PURPOSE: The purpose is to engage in any activities or business permitted in the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK: The Corporation shall have the authority to issue ONE THOUSAND (1,000) shares, all of one class, ONE (\$1.00) DOLLAR par value.

ARTICLE V

PREEMPTIVE RIGHTS: Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class and series as that which he already holds, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office and Registered Agent of this Corporation is 1502 N. Donnelly Street, Suite 105, Mount Dora, Florida 32757, and the name of the initial Registered Agent of this Corporation at that address is Diane M. Zanella. The business address and mailing address of the corporation shall be the same as the Registered Agent.

ARTICLE VII

INITIAL BOARD OF DIRECTORS: This Corporation shall have one (1) Director. The number of Directors may be either increased or decreased from time to time by the

Bylaws but shall never be less than one. The name and address of the initial Director of this Corporation is:

Diane M. Zanella
1502 N. Donnelly Street, Suite 105
Mount Dora, FL 32757

ARTICLE VIII

INCORPORATOR: The name and address of the person signing these Articles is:

Diane M. Zanella
1502 N. Donnelly Street, Suite 105
Mount Dora, FL 32757

ARTICLE IX

POWER TO AMEND BYLAWS: The Bylaws can only be amended by an eighty five (85%) percent majority vote of the outstanding shares.

Diane M. Zanella
DIANE M. ZANELLA

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 4th day of June, 2001 by DIANE M. ZANELLA,

() who is personally known to me; or

(X) who has produced Fla. Drivers License as identification.

Robin B. Padgett
NOTARY PUBLIC
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I, DIANE M. ZANELLA, hereby accept the position of Registered Agent for ZANELLA AND ASSOCIATES, INC.


DIANE M. ZANELLA

corp\zanella.art

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SECRETARY OF STATE
TALLAHASSEE FLORIDA