

PO1000085202

Mark Thompson
114 Lake Avenue
Suite 3
Auburndale, FL 33823

August 20, 2001

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

500004558765--1

-08/28/01--01011--002

*****78.75 *****78.75

Subject: Dewey, Cheetham & Howe, Incorporated

Attached please find an original and one (1) copy of the Articles of Incorporation of Dewey, Cheetham and Howe, Incorporated, Certificate of Designation Registered Agent/ Registered Office and a check for the amount of \$78.75.

From: Mr. Mark S. Thompson
114 Lake Avenue
Suite 3
Auburndale, FL 33823
(863) 551-9712
FAX: (863) 551-3551

EFFECTIVE DATE

08/20/01

01 AUG 27 PM 4:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS
8/28/02

FILED

01 AUG 27 PM 4:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

DEWEY, CHEETHAM & HOWE, INCORPORATED

EFFECTIVE DATE

08/20/01

ARTICLE ONE

The name of the corporation is Dewey, Cheetham & Howe, Incorporated.

ARTICLE TWO

The Corporation shall be effective August 20, 2001. The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The classes, number and par value of shares which the corporation shall have authority to issue without further report to the Secretary of State are:

Class of shares:	Number of shares:	Par value of shares:
Common	50,000	\$ 1.00
Preferred Series A: 8% Cumulative Nonparticipating	10,000	\$100.00
Preferred Series B: 6% Cumulative Participating Convertible	20,000	\$ 50.00

ARTICLE FIVE

The principal place of business and mailing address of this corporation shall be 114 East Lake Avenue Suite 3, Auburndale, Florida 33823.

ARTICLE SIX

The street address of its initial registered office is 114 East Lake Avenue Suite 3, Auburndale, Florida, and the name of its initial registered agent at such address is BusinessCOM Services, Incorporated.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one, and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until the director's successor is elected and qualified is:

Name:	Mailing address:
Mark Thompson	114 East Lake Avenue Suite 3, Auburndale, Florida

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE


The name and address of the incorporator is:

Name:	Mailing address:
Mark Thompson	114 East Lake Avenue, Suite 3, Lakeland, Florida 33813-2503

ARTICLE TEN

The powers of the incorporator ceases upon the filing of the Articles of Incorporation.

The undersigned has executed these Articles of Incorporation this twentieth day of August, 2001.



Incorporator

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

IN PURSUANCE TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED HEREBY CERTIFIES:

That **DEWEY, CHEETHAM & HOWE, INCORPORATED**, a corporation
duly organized under the laws of the State of Florida, with its
principal place of business at the City of Auburndale, County of
Polk, State of Florida, has designated and established
BUSINESSCOM SERVICES, INCORPORATED, 4747 North Lakeland Hills
Blvd, Suite 378, City of Lakeland, County of Polk, Florida 33805-
9577, as the office, place of business or domicile for the
service process within this State, and names as its agent thereat
upon whom process may be served, **BUSINESSCOM SERVICES,
INCORPORATED**, a corporation duly organized and existing under the
laws of the State of Florida.


The undersigned having been designated as agent for the
service of process within the State of Florida upon the above
named corporation, at the place designated in the foregoing
certificate, does hereby accept the appointment as such Agent for
said corporation.

IN WITNESS WHEREOF, **BUSINESSCOM SERVICES, INCORPORATED**, Has
caused this certificate to be signed by its duly authorized
officer this 20th day of August, 2001

BUSINESSCOM SERVICES, INCORPORATED

(Corporate Seal)

By



CEO

01 AUG 27 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED