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Florida Department of State

Division of Corporations

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To:

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From:

Account Name : OSSINSKY & CATHCART, P.A.
Account Number : I20010000178
Phone : (407) 629-2484
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FLORIDA PROFIT CORPORATION OR P.A.**FRASER & ASSOC., INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF

FRASER & ASSOC., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is:

FRASER & ASSOC., INC.
2143 Monastery Circle, Orlando, FL 32822

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them;

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 2143 Monastery Circle, Orlando, FL 32822 and the name of its initial Registered Agent at that address is William G. Fraser.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

Name

Address

William G. Fraser

2143 Monastery Circle, Orlando, FL 32822

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Article 7. Incorporators. The name and address of each Incorporator is as follows:

William G. Fraser
2143 Monastery Circle, Orlando, FL 32822

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Stock Transfer Restrictions. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 11. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 12. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 13. Commencement of Corporate Existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is November 15, 2001.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this ____ day of November, 2001.



WILLIAM G. FRASER, Incorporator

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STATE OF FLORIDA)

ss.

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 15 day of November, 2001, by WILLIAM G. FRASER of FRASER & ASSOC., INC., a corporation, on behalf of the corporation, who is personally known or produced _____ as identification.



Notary Public

My Commission expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
UPON WHOM PROCESS MAY BE SERVED,
AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FRASER & ASSOC., INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2143 Monastery Circle, Orlando, FL 32822, has named William G. Fraser, located at 2143 Monastery Circle, Orlando, FL 32822, as its agent to accept service of process within Florida.


WILLIAM G. FRASER
Incorporator

11-15-01
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


WILLIAM G. FRASER, Registered Agent

11-15-01
Date