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Law Offices
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December 5, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

400004713774--6
-12/07/01--01020--004
122.50 **78.75

RE: Todd Austin Sanders & Associates, Inc.
Our File Number: 4477

Gentlemen:

Enclosed is an original and copy of the Articles of Incorporation for the proposed corporation.

Please file the Articles of Incorporation and certify and return the copies.

A check for \$122.50 for the corporation is also enclosed to cover the \$35.00 filing fee, \$52.50 fee for certified copy of the Articles of Incorporation and \$35.00 fee for registered agent.

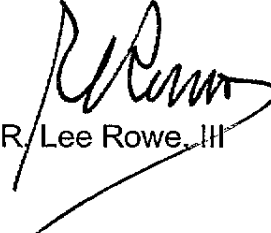
Please call us collect if there are any problems.

4/message 756

12/10/01: Need complete address

645-7577

Very truly yours,


R. Lee Rowe, III

Enclosure

ARTICLES OF INCORPORATION
OF
TODD AUSTIN SANDERS & ASSOCIATES, INC.

The undersigned subscribers to these Articles of Incorporation, hereby execute these Articles of Incorporation to form a corporation under the laws of the State of Florida.

I. NAME AND MAILING ADDRESS

The name of this corporation is TODD AUSTIN SANDERS & ASSOCIATES, INC., and the mailing address is 830-13 A1A North, #442, Ponte Vedra Beach, Florida 32082.

II. TERM OF EXISTENCE

This corporation is to exist perpetually.

III. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes.

IV. CAPITAL STOCK

The maximum or aggregate number of shares this corporation is authorized to issue is 10,000 shares of common voting stock with a par value of \$1.00 per share.

V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9471 Baymeadows Road, Suite 203, Jacksonville, Florida 32256 and the name of the initial registered agent of this corporation at that address is Rowe and Rowe, P.A.

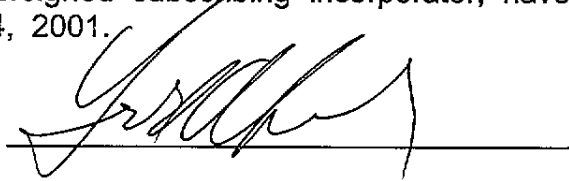
VI. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is Todd A. Sanders, 830-13 A1A North, #442, Ponte Vedra Beach, Florida 32082.

VII. INCORPORATORS

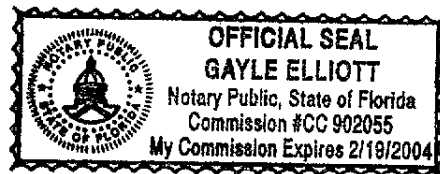
The name and address of the person signing these Articles is Todd A. Sanders, 830-13 A1A North, #442, Ponte Vedra Beach, Florida 32082.

In witness whereof, I, the undersigned subscribing incorporator, have hereunto set my hand and seal on December 4, 2001.



STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before on December 4, 2001, by Todd A. Sanders, who is personally known to me or who has produced his New Jersey Driver License as identification and who did not take an oath.

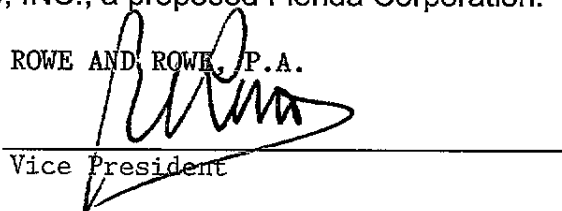


ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Rowe and Rowe, P.A., hereby accepts the designation of Registered Agent for TODD AUSTIN SANDERS & ASSOCIATES, INC., a proposed Florida Corporation.

DATED: December 4, 2001.

ROWE AND ROWE, P.A.


Vice President