

R. BARRY MORGAN, P.A.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC 12 PM 1:07
48-872

F. J. [REDACTED] DEC 1 3 2001

**ARTICLES OF INCORPORATION
OF
SHERYL D. BRINKLEY, INC.**

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

ARTICLE I. NAME

The name of the corporation shall be:

SHERYL D. BRINKLEY, INC.

ARTICLE II. DURATION

This corporation is to exist perpetually.

ARTICLE III. PURPOSE

The general purposes for which the corporation is organized are:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.
2. To transact other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV. CAPITAL STOCK

1. The total number of shares of capital stock authorized to be issued by the corporation shall be 100 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.
2. In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 12 PM 1:07

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The initial street address and mailing address of the principal office of this corporation in the State of Florida will be **501 East South Street, Suite B, Orlando, Florida 32801**. The Board of Directors may from time to time move the principal office to any other address in Florida. The name of the initial registered agent of this corporation is **Sheryl D. Brinkley**

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

The names and addresses of the members who are to serve as a member of the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Sheryl D. Brinkley	501 East South Street, Suite B Orlando, FL 32801

ARTICLE VII. INCORPORATOR

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Sheryl D. Brinkley	501 East South Street, Suite B Orlando, FL 32801

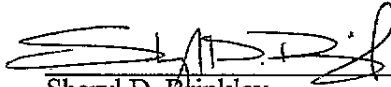
ARTICLE VIII. PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporation's shares or property through merger or the extinguishment of debts. Preemptive rights shall not apply to the reissuance of all redeemed or otherwise acquires shares, including the reissuance of treasury shares.

ARTICLE IX. AMENDMENT

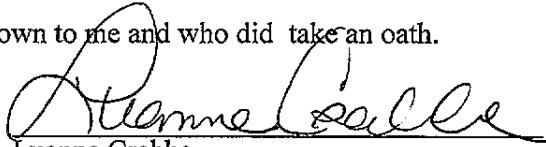
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

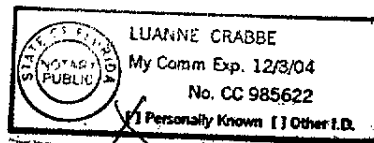
IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal the 10th day of **December, 2001**.


Sheryl D. Brinkley

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of **December, 2001** by **Sheryl D. Brinkley**, who is personally known to me and who did take an oath.


Luanne Crabbe
My Commission Expires: 12-3-04



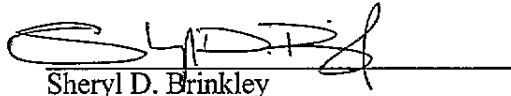
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to §48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **Sheryl D. Brinkley, 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 Orlando, County of Orange, State of **Florida**, has named **Sheryl D. Brinkley**, located at **501 East South Street**, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept said designation, and agree to comply with the provision of said Act relative to said capacity.


Sheryl D. Brinkley
Registered Agent

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 12 PM 1:07