WENDEL & CHRITTON CHARTERED ATTORNEYS AT LAW

JOHN F. WENDEL
Administrative and Governmental Law
Corporation and Business Law
Non-Profit/Tax Exempt Organizations
Sports Law

June 13, 2002 VIA UNITED STATES PRIORITY MAIL 5300 South Florida Avenue Post Office Box 5378 Lakeland, Florida 33807 Telephone (863) 646-5091 Fax (863) 644-3477 E-mail: wcplaw@aol.com

In reply please refer to our file:

(7504)M-02-164-1 Art Tubbs & Associates, Inc. General Corporate/Miscellaneous

Florida Department of State
Division of Corporations
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32314-6327

Ladies and Gentlemen:

Enclosed please find the following documents:

- 1. Original and one copy of the Articles of Incorporation for Art Tubbs & Associates, Inc.
- 2. Our check for \$78.75 payable to "Secretary of State", and
- 3. Our self-addressed stamped envelope.

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Please do the following:

- 1. File the original Articles of Incorporation and send a certified copy to the undersigned by facsimile and by regular mail in the enclosed self-addressed stamped envelope provided for that purpose.
- 2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,

Wender & Chritton, Charte

6h2 F. Wendel

JFW/dis Enclosures

cc: Mr. Arthur N. Tubbs II (w/enclosures)
John N. Peronto, EA (w/enclosures)

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ARTICLES OF INCORPORATION -

SECRETARY OF STATE TALLAHASSEE, FLORIDA

OF

ART TUBBS & ASSOCIATES, INC.

SULLY OF

The undersigned incorporator, for the purpose of forming a corporation under Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is ART TUBBS & ASSOCIATES, INC.

ARTICLE II

The existence of the corporation shall commence on July 1, 2002.

ARTICLE III

The street address of the corporation is Suite E-15, 202 Lake Miriam Drive, Lakeland, Florida 33813. The mailing address of the corporation is Suite E-15, 202 Lake Miriam Drive, Lakeland, Florida 33813.

ARTICLE IV

The number of shares which the corporation is authorized to issue is One Thousand (1,000) shares having a par value of \$0.01 each.

ARTICLE V

The name and street address of the initial registered agent of the corporation is JOHN F. WENDEL, c/o WENDEL & CHRITTON, Chartered, 5300 South Florida Avenue, Lakeland, Florida 33813.

ARTICLE VI

The name and address of the sole incorporator of the corporation is JOHN F. WENDEL, c/o WENDEL & CHRITTON, Chartered, 5300 South Florida Avenue, Post Office Box 5378, Lakeland, Florida 33807.

ARTICLE VII

The corporation elects to have preemptive rights.

The undersigned incorporator executed these Articles of Incorporation this 12th day of June, 2002.

OHN F. WENDEL

Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, JOHN F. WENDEL, having been named to serve as Registered Agent for ART TUBBS & ASSOCIATES, INC., do hereby accept such office and agree to conduct myself therein according to law. I am familiar with and accept the obligations of such office.

DATED this 12th day of June, 2002.