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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 723233 4355221

AUTHORIZATION :

Patricia Pruitt

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ORDER DATE : August 28, 2002

ORDER TIME : 11:05 AM

ORDER NO. : 723233-005

CUSTOMER NO: 4355221

CUSTOMER: William W. Caldwell, Esq
Collins Brown Caldwell
Barkett & Garavaglia
756 Beachland Boulevard

Vero Beach, FL 32963

DOMESTIC FILING

NAME: P & S II, INC.

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EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (TWO COPIES) CERTIFIED COPY

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS: _____

Patricia Pruitt

**ARTICLES OF INCORPORATION
OF
P & S II, INC.**

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

**ARTICLE I
NAME**

The name of the corporation shall be P & S II, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 1401 Highway A1A, Suite 301, Vero Beach, Florida 32963.

**ARTICLE III
SHARES**


The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are William W. Caldwell, 756 Beachland Boulevard, Vero Beach, Florida 32963.

**ARTICLE V
INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation are William W. Caldwell, Post Office Box 643686, Vero Beach, Florida 32964-3686.


William W. Caldwell, Incorporator

August 27, 2002
Date

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


William W. Caldwell, Registered Agent

August 27, 2002
Date