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2002 NOV 19 PM 2:32
STATE
TALLAHASSEE FLORIDA

of 11/25/02

STEWART CONSULTING, INC.

218 South Claire Drive
Panama City, Florida 32401
(850) 769-3929

FILED

2002 NOV 19 PM 2:32

SECRETARY OF STATE
TALLAHASSEE FLORIDA

November 18, 2002

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
401 South Monroe
Tallahassee, Florida 32399-0250

REFERENCE: Stewart Consulting, Inc.

Gentlemen:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for Stewart Consulting, Inc., along with a check made payable to the Florida Secretary of State in the amount of \$78.75 representing the filing fee due in this regard.

Please return the certified copy to me at the letterhead address. Should you have questions or require additional information, please do not hesitate to contact me at (850) 769-3929. Thank you for your assistance.

Sincerely,



Richard Stewart

RS/jet

Enclosures

ARTICLES OF INCORPORATION
of
STEWART CONSULTANTS, INC.

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CLERK OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name. The name of the corporation (the "Corporation") shall be **STEWART CONSULTANTS, INC.**

ARTICLE II

Purpose. The Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

Stock. The capital stock of the Corporation shall consist of One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

Date of Existence. The date when the corporate existence of the Corporation shall begin is at the time of subscription and acknowledgement of these Articles of Incorporation, that is November 19, 2002.

ARTICLE V

Term. The Corporation shall have a perpetual existence.

ARTICLE VI

Address. The initial street address of the principal office of the Corporation is 218 South Claire Drive, Panama City, Florida 32401 and Richard Stewart of 218 South Claire Drive, Panama City, Florida 32401 is hereby designated as resident agent for the Corporation.

ARTICLE VII.

Number of Directors. The Corporation shall initially have one (1) director, but the By-Laws of the Corporation may provide for such increase or decrease in the number thereof as is authorized by law.

ARTICLE VIII.

Directors. The name and street address of the first Board of Directors is as follows:

<u>Name</u>	<u>Street Address</u>
Richard Stewart	218 South Claire Drive Panama City, Florida 32401

ARTICLE IX.

Subscriber. The name and street address of the subscriber to this Certificate of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Richard Stewart	218 South Claire Drive Panama City, Florida 32401

ARTICLE X.

Officers. The officers of the Corporation shall be a President and Secretary and such other officers or agents as may be deemed necessary. All officers, agents or employees as may be necessary shall be chosen in such a manner, hold offices for such time, and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

ARTICLE XI.

Indemnification.

Section 1. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("proceeding"), by reason of the fact that he or she, or a person or whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation

or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Florida General Corporation Act as the same exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said Law permitted the Corporation to provide prior to such amendment) against all expenses, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefits of his or her heirs, executors and administrators. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this Article or otherwise.

Section 2. If a claim under Section 1 is not paid by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expense of

prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Florida General Corporation Act for the Corporation to indemnify the claimant for the amount claimed, by the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Florida General Corporation Act, nor an actual determination by the Corporation (including its Board of Directors, independent counsel or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 3. The rights conferred on any person by Sections 1 and 2 shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of these Articles of Incorporation, By-Laws of the Corporation, agreement, vote of shareholders or disinterested directors or otherwise.

Section 4. The Corporation may maintain insurance, at its expense, to protect itself and any such director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Florida General Corporation Act.

Section 5. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional

misconduct; (iii) a knowing violation of law; or (iv) for any transaction from which the director derived an improper personal benefit. If the Florida General Corporation Act is amended after approval of the shareholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida General Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect the right or protection of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 15th day of November 2002, for the purpose of forming the Corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida this Certificate of Incorporation and certify that the facts herein stated are true.

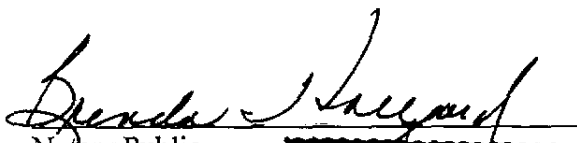

RICHARD STEWART

STATE OF FLORIDA

COUNTY OF BAY

BEFORE ME, the undersigned authority, personally appeared **RICHARD STEWART**, who is personally to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Panama City, Bay County, Florida, this 15th day of November, 2002.


Notary Public



FILED

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

2002 NOV 19 PM 2:32
CLERK OF STATE
TALLAHASSEE FLORIDA

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that **STEWART CONSULTANTS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Panama City, County of Bay, State of Florida, has named **RICHARD STEWART** located at 218 South Claire Drive, Panama City, County of Bay, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT BY REGISTERED AGENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

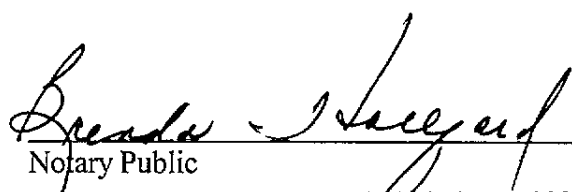
REGISTERED AGENT


RICHARD STEWART

STATE OF FLORIDA

COUNTY OF BAY

SWORN TO AND SUBSCRIBED before me by RICHARD STEWART who is personally known to me and who was first duly sworn and took an oath, on this 15th day of November 2002.


Notary Public

