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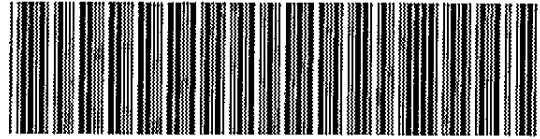
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02 DEC 17 PM 1:47

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE LAW OFFICE OF
ELAINE A. HUMPHREYS

501 Goodlette Road, N., Bldg. C-107
Naples, Florida 34102

Telephone: (239) 659-5951
Facsimile: (239) 659-5952

November 25, 2002

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: *Filing of Articles of Incorporation*
of Burton Companies, Inc.

Dear Sir or Madam:

Please find enclosed for filing the Articles of Incorporation of Burton Companies, Inc., plus one copy. Also enclosed, please find a check for payment in full of the filing fee, designation of Registered Agent and certified copy fee. Please return the certified copy to me at the above address.

Thank you for your attention in this matter. Please do not hesitate to contact me if you have any questions or require additional information.

Sincerely yours,


Elaine A. Humphreys

Enclosures

cc: client



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 3, 2002

ELAINE A. HUMPHREYS, LAW OFFICE
501 GOODLETTE ROAD N
BLDG. C-107
NAPLES, FL 34102

SUBJECT: BURTON COMPANES, INC.
Ref. Number: W02000033920

We have received your document for BURTON COMPANES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P95000023638.

An effective date may be added to the Articles of Incorporation if a 2003 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 902A00064232

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 DEC 13 AM 8:28

RECEIVED

THE LAW OFFICE OF
ELAINE A. HUMPHREYS

501 Goodlette Road, N., Bldg. C-107
Naples, Florida 34102

Telephone: (239) 659-5951
Facsimile: (239) 659-5952

December 12, 2002

Florida Department of State
New Filings Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Attention: Loria Poole, Corporate Specialist

Re: Articles of Incorporation for J.C. Burton Companies, Inc.;
Revised Filing

Dear Ms. Poole:

In accordance with your letter of December 3, 2002, a copy of which is enclosed for your reference, please find enclosed the executed, revised Articles of Incorporation for J.C. Burton Companies, Inc., plus one copy. Please do not hesitate to contact me if you require any additional information or documentation.

Thank you for your assistance in this matter.

Sincerely yours,


Elaine A. Humphreys

Enclosures

**ARTICLES OF INCORPORATION
OF**

**J.C. BURTON COMPANIES, INC.,
a FLORIDA corporation**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED
02 DEC 17 PM 1:47
TALLAHASSEE FLORIDA
SECRETARY OF STATE

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
CORPORATE NAME**

The name of the corporation shall be J.C. Burton Companies, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is 860 Grand Rapids Boulevard, Naples, Florida 34120.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue is One Thousand (1,000) shares in the aggregate, at a par value of One Dollar (\$1.00) per share, and all of which shall be of a single class of common stock.

**ARTICLE IV
INITIAL OFFICER/DIRECTOR**

The name, address and title of the initial sole Officer/Director of the Corporation is Jon C. Burton, who is President of the Corporation and whose address is 860 Grand Rapids Boulevard, Naples, Florida 34120.

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

The name and Florida street address of the initial registered agent of the Corporation is Elaine A. Humphreys, Esq., 501 Goodlette Rd. N., Bldg. C-107, Naples, Florida 34102.

**ARTCILE VI
INCORPORATOR**

The name and address of the Incorporator is Jon C. Burton, 860 Grand Rapids Boulevard, Naples, Florida 34120.

**ARTICLE VII
DURATION**

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

**ARTCILE VIII
BY-LAWS**

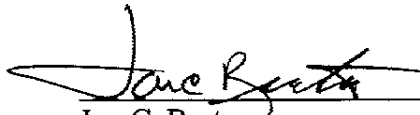
The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors.

**ARTICLE IX
INDEMNIFICATION**

The Corporation shall indemnify any officer and/or director, or any former officer and/or director to the full extent of the law.

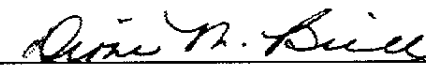
IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation, this the 12 day of December, 2002.

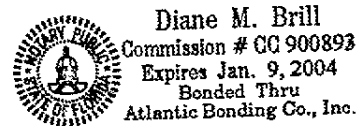
INCORPORATOR


Jon C. Burton

STATE OF FLORIDA)
)ss
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this the 12th day of December, 2002, by Jon C. Burton, who () is personally known to me or (✓) has produced a Florida driver's license as identification.


NOTARY PUBLIC OF THE STATE OF FLORIDA
Print Name: DIANE M. BRILL
My Commission Expires: _____

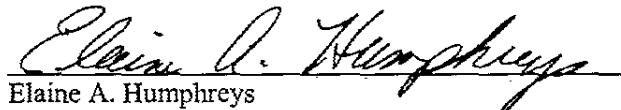


J.C. BURTON COMAPNIES, INC.,
a Florida corporation

ACCEPTANCE OF REGISTERED AGENT

I, Elaine A. Humphreys, of 501 Goodlette Road North, Building C-107, Naples, Florida 34102, being the person named in the Articles of Incorporation of J.C. Burton Companies, Inc. as the registered agent of the corporation, hereby consent to accept service of process for the corporation at the address set forth above, and accept the appointment as registered agent and agree to act in this capacity. I 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 the position of registered agent as provided in F.S. §607.0501.

Dated: December 24 2002.


Elaine A. Humphreys
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA