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May 1, 2003

- FL Bar Board Certified Civil Trial Lawyer
- ** Also Admitted in Colorado
- *** Certified Family Mediator
- **** FL Bar Board Certified Workers' Compensation Lawyer
- ***** Also Admitted in RI & Mass.
- ****** FL Bar Board Certified Wills, Trusts & Estates

REPLY TO: Port Charlotte

Department of State Division of Corporations Corporate Filings P. O. Box 6327 Tallahassee, FL 32314

Re: D & B Consultants of Charlotte County, Inc.

Dear Sir/Madam:

Enclosed please find the original and executed copy of the Articles of Incorporation of the above-referenced corporation, Designation of Registered Agent and Registered Office, and our firm's check in the amount of \$78.75 for the filing fee.

I would appreciate your returning to this office the Certificate of Incorporation, certified copy of Articles and receipt as soon as possible.

If you have any questions, please feel free to contact me. Thank you for your assistance in this matter.

Very truly yours,

WILKINS, FROHLICH, JONES, HEVIA, RUSSELL & SUTTER, P.A.

W. Kevin Russell

WKR:nle Enclosures

ARTICLES OF INCORPORATION

OF

D & B CONSULTANTS OF CHARLOTTE COUNTY, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME

The name of this corporation is D & B CONSULTANTS OF CHARLOTTE COUNTY, INC. and their principal address is 25100 Sandhill Boulevard, Unit R103, Punta Gorda, Florida 33983.

ARTICLE 2. - DURATION OF CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation shall be 25100 Sandhill Boulevard, Unit R103, Punta Gorda, Florida 33983. The name of the initial registered agent at such address is RICHARD SNELL.

ARTICLE 6. - DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the shareholders, but shall never be less than one nor more than three.

WILKINS, FROHLICH, JONES, HEVIA, RUSSELL & SUTTER PROFESSIONAL ASSOCIATION ATTORNEYS AT LAW

ARTICLE 7. - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

NAME ADDRESS

RICHARD SNELL 25100 Sandhill Blvd.

Unit R103

Punta Gorda, FL 33983

ELIZABETH SNELL 25100 Sandhill Blvd.

Unit R103

Punta Gorda, FL 33983

ARTICLE 8. - INCORPORATORS

The names and post office addresses of the incorporators of this corporation are:

NAME ADDRESS

RICHARD SNELL 25100 Sandhill Blvd.

Unit R103

Punta Gorda, FL 33983

ELIZABETH SNELL 25100 Sandhill Blvd.

Unit R103

Punta Gorda, FL 33983

ARTICLE 9. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

WILKINS, FROHLICH.
JONES, HEVIA,
RUSSELL & SUTTER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

IN WITNESS WHEREOF, the un names and affixed their seals this 30 day o	dersigned have hereunto subscribed their of, 2003.		
Witnesses:			
Maney X. Elevett	Suchard Shell		
Dona h. Russano	· · · · · · · · · · · · · · · · · · ·		
Maney D. Elevett	Elizabeth Snell		
Dona L. Lunaro			
STATE OF FLORIDA: COUNTY OF CHARLOTTE:			
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared RICHARD SNELL and ELIZABETH SNELL to me known to be the persons described as incorporators or who have produced			
Incorporation, and they acknowledged that they executed the same for the purposes therein stated and did not take an oath.			

WILKINS, FROHLICH, JONES, HEVIA, RUSSELL & SUTTER PROFESSIONAL ASSOCIATION ATTORNEYS AT LAW

WITNESS my hand and official seal in the State and County aforesaid this day of ______, 2003.

MANCYLELLIOTT COMMESICA MUNICER

(Seal)

NOTARY PUBLIC:

Mancy L. Elliott

Print Name

Print Name

Mancy L. Elliott

Commission No.

My commission expires:

WILKING, FROHLICH. JONES, HEVIA. RUSSELL & SUTTER PROFESSIONAL ASSOCIATION ATTORNEYS AT LAW

CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE FOR THE SERVICE OF PROCESS

In compliance with Section 48.091, Florida Statutes, the following is submitted:

D & B CONSULTANTS OF CHARLOTTE COUNTY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 25100 Sandhill Boulevard, Unit R103, Punta Gorda, County of Charlotte, State of Florida, has designated RICHARD SNELL, whose street address is 25100 Sandhill Boulevard, Unit R103, Punta Gorda, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

D & B CONSULTANTS OF CHARLOTTE COUNTY, INC.

ACCEPTANCE

Having been designated as agent to accept service of process for the above—mamed corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

Richard Snell

sed Shell