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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : YOUR CAPITAL CONNECTION, INC.  
Account Number : 120000000257  
Phone : (850) 224-8870  
Fax Number : (850) 224-7067

FLORIDA PROFIT CORPORATION OR P.A.  
BINGHAM, INC.

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## **ARTICLES OF INCORPORATION**

**OF**

**BINGHAM, INC.**

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 is **BINGHAM, INC.**

### **ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is **14845 N. Bayshore Drive, Maderia Beach, FL 33708.**

### **ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is seven-thousand-five hundred (7,500) shares having a one-dollar (\$1.00) par value.

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#### **ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is **Wolford F. Bingham, 14845 N. Bayshore Drive, Maderia Beach, FL 33708.**

#### **ARTICLE V: INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is **Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.**

#### **ARTICLE VI: OFFICERS AND DIRECTORS**

The name and address of Initial officers and directors of the corporation is **President, Wolford F. Bingham, Vice-President, Secretary, Treasurer, Shirley Bingham, 14845 N. Bayshore Drive, Maderia Beach, FL 33708.**

#### **ARTICLE VII: SPECIAL PROVISIONS**

It is the intent of the incorporation and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

#### **ARTICLE VIII: PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

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The undersigned has executed these Articles of Incorporation this 14th day of August 2003.

"Capital Connection, Inc. by, Leilani White, Client Representative"

Leilani White

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is : BINGHAM, INC.

2. The name and address of the registered agent and office is:

Wolford F. Bingham  
14845 N. Bayshore Drive  
Maderia Beach, FL 33708

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.

*Wolford F. Bingham*  
(Signature)

8-14-03  
(Date)

WOLFOED F. BINGHAM  
Printed Name, Title

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