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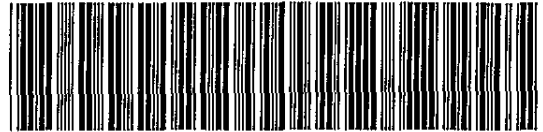
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-18

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Phillip J. Jones\*\*  
Jesus M. Hevia\*\*\*  
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Louise Hanaoka  
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December 5, 2003

REPLY TO: North Port

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

Re: Powers & Associates, 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

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03 DEC 11 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Incorporation  
of  
Powers & Associates, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these articles to be delivered to the Department of State, State of Florida for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME

The name of this corporation is Powers & Associates, Inc. and their principal address is 14253 Reserve Court, Port Charlotte, Florida 33953.

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 REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 14253 Reserve Court, Port Charlotte, Florida 33953. The name of the initial registered agent at such address is Walter J. Powers, Jr.

#### ARTICLE 6. - DIRECTORS

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

#### ARTICLE 7. - INITIAL DIRECTOR

The name and post office address of the initial director is:

<u>NAME</u>	<u>ADDRESS</u>
Walter J. Powers, Jr.	14253 Reserve Court Port Charlotte, FL 33953

#### ARTICLE 8. - INCORPORATOR

The name and post office address of the incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Walter J. Powers, Jr.	14253 Reserve Court Port Charlotte, FL 33953

#### 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.

IN WITNESS WHEREOF, the undersigned has hereunto  
subscribed his name and affixed his seal this 4<sup>TH</sup> day of  
DECEMBER, 2003.

Witnesses:

W. Kevin Russell  
W. Kevin Russell

Walter J. Powers, Jr.  
Walter J. Powers, Jr.

Nancy L. Elliott  
Nancy L. Elliott

STATE OF FLORIDA:

COUNTY OF SARASOTA :

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 WALTER J. POWERS, JR.,  
to me known to be the person described as incorporator or who has  
produced a Florida Driver's license as  
identification, and who executed the foregoing Articles of  
Incorporation, and he acknowledged that he executed the same for  
the purposes therein stated and did not take an oath.

WITNESS my hand and official seal in the State and  
County aforesaid this 4<sup>TH</sup> day of DECEMBER, 2003.

NOTARY PUBLIC:



W. KEVIN RUSSELL  
MY COMMISSION # DD 240168  
EXPIRES: September 20, 2007  
Bonded Thru Budget Notary Services

W. Kevin Russell  
Sign  
W. Kevin Russell  
Print Name

(Seal)

Commission No. DD 240168

My commission expires: 9/20/07

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

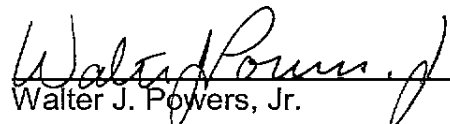
In compliance with Section 48.091, Florida Statutes, the following is submitted:

Powers & Associates, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 14253 Reserve Court, Port Charlotte, County of Charlotte, State of Florida, has designated Walter J. Powers, Jr., whose street address is 14253 Reserve Court, Port Charlotte, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

POWERS & ASSOCIATES, INC.

**ACCEPTANCE**

Having been designated as agent to accept service of process for the above-named 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.

  
Walter J. Powers, Jr.

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TALLAHASSEE, FLORIDA