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### CRAMER, PRICE & de ARMAS, P.A.

ATTORNEYS AT LAW

#### 1411 EDGEWATER DRIVE, SUITE 200 ORLANDO, FLORIDA 32804

CHARLES W. CRAMER\*
R. DAVID de ARMAS
STEPHEN H. PRICE
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(407) 843-3300 FAX (407) 843-6300 WWW.CRAMERPRICE.COM

"ALSO ADMITTED IN GEORGIA

"ALSO ADMITTED IN WASHINGTON, D.C.

September 30, 2004

OF COUNSEL: PHILIP A. THARP 1939-2003

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Re: Prendergast Baggett and Atwood Building Corporation

To Whom It May Concern:

I am enclosing herewith the following items regarding the incorporation of the above referenced corporation, to wit:

- 1. Original and one copy of Articles of Incorporation;
- 2. Registered Agent Certificate; and
- 3. A check payable to the Secretary of State in the amount of \$122.50.

Please file these documents on our behalf and remit the Certificate of Incorporation to the undersigned.

Thank you in advance for your cooperation.

Sincerely

Orarles W Crome

CWC/dmm Enclosures

cc: Prendergast Baggett and Atwood Building Corporation

#### ARTICLES OF INCORPORATION

OF

## FILED WOOT-4 PHIOT PRENDERGAST BAGGETT AND ATWOOD BUILDING C

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a Corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

#### ARTICLE I: NAME

The name of this Corporation shall be Prendergast Baggett and Atwood Building Corporation.

#### ARTICLE II: PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 8501 Grinstead Court, Orlando, Florida 32825.

#### ARTICLE III: CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is ten thousand (10,000) shares of common stock having a one dollar (\$1.00) par value.

#### ARTICLE IV: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1411 Edgewater Drive, Suite 200, Orlando, Florida, 32804. The name of the initial registered agent of this Corporation at that address is Charles W. Cramer.

#### ARTICLE V: INCORPORATOR

The name and address of the incorporator of this Corporation is:

Articles of Incorporation Page 1 of 2

Charles W. Cramer 1411 Edgewater Drive Suite 200 Orlando, Florida 32804

#### **ARTICLE VI: DATES OF EXISTENCE**

Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

#### ARTICLE VII: INTITIAL BOARD OF DIRECTORS

The Corporation's initial Board of Directors shall be the following:

Eric A. Prendergast 8501 Grinstead Court Orlando, Florida 32825 Douglas J. Baggett 8501 Grinstead Court Orlando, Florida 32825 J. David Atwood 8501 Grinstead Court Orlando, Florida 32825

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these

Articles of Incorporation this 30<sup>th</sup> day of September, 2004.

Charles W. Cramer Incorporator

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, §607.0505 of the Florida Statutes.

Charles W. Cramer Registered Agent

Date: September 30, 2004

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