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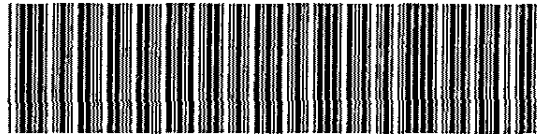
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TALLAHASSEE, FLORIDA

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***O'NEILL & O'NEILL SERVICES, INC.***

*ACCOUNTING, TAX RETURNS AND RELATED SERVICES  
1009 21ST STREET NORTH P.O. BOX 50975  
JACKSONVILLE BEACH, FL 32240-0975  
904-249-3100 PHONE  
904-249-2111 FAX*

OCTOBER 27, 2004

FLORIDA SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FL 32314

RE: New Filing: DAVID SHADWELL, INC.

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced business, and a check in the amount of \$122.50 payable to the Florida Corporate Division.

Please file the Articles and certify and return the copy to us at your earliest convenience.

We appreciate your assistance in this matter.

Very truly yours,

*Karen B. O'Neill*

Karen B. O'Neill, AS, AS, BA  
President, O'Neill and O'Neill Services, Inc.

/kbo  
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
of DAVID SHADWELL, INC.**

**ARTICLE I - NAME AND LOCATION OF PRINCIPAL OFFICES**

The name of this corporation is: DAVID SHADWELL, INC., with initial principal offices located at 422 5th Avenue South, Jacksonville Beach, FL 32250, and mailing address at 410 4th Street South, Jacksonville Beach, FL 32250.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of any activity or business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One hundred (100) shares of stock with the par value of One and no one-hundredths dollars (\$1.00) per share, which shall be designated as "Common Shares".

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent of this corporation is: Karen B. O'Neill, 1009 21st Street North, Jacksonville Beach, FL 32250.

A Certificate and Acceptance of Designated Registered Agent is attached hereto as Exhibit "A".

**ARTICLE VII - TAXING STRUCTURE OF CORPORATION**

This corporation elects to become a small business concern under Subchapter "S" of the Internal Revenue Code of 1978.

**ARTICLE VIII - CORPORATE DIRECTORS**

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**of DAVID SHADWELL, INC.**

This corporation shall have one (1) Director constituting the initial Board of Directors, who shall serve in an advisory capacity. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five.

The names and addresses of the directors on the initial Board of Directors of the corporation are:

NAME	ADDRESS
David Shadwell	410 4th Street South Jacksonville Beach, FL 32250

**ARTICLE IX - OFFICERS**

The officers of the corporation shall be a president vice-president, secretary and treasurer, who shall be appointed or elected by the Board of Directors as shall be prescribed in the bylaws. The name and street address of each of the initial officers is:

NAME	ADDRESS
David Shadwell President, Vice-President Secretary, Treasurer	410 4th Street South Jacksonville Beach, FL 32250

**ARTICLE X - INCORPORATORS**

*The name and address of each Incorporator signing these articles:*

NAME	ADDRESS
David Shadwell	410 4th Street South Jacksonville Beach, FL 32250

**ARTICLE XI - INDEMNIFICATION**

The corporation shall indemnify any Officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLES OF INCORPORATION**  
**of DAVID SHADWELL, INC.**

**ARTICLE XII - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

*IN WITNESS WHEREOF*, the undersigned Incorporator has executed these Articles of Incorporation on the 27th day of October 2004.



SIGNATURE OF INCORPORATOR  
DAVID SHADWELL

**ARTICLES OF INCORPORATION  
of DAVID SHADWELL, INC.**

**CERTIFICATE DESIGNATING REGISTERED AGENT  
and PLACE of BUSINESS or DOMICILE for the SERVICE of  
PROCESS within FLORIDA, and ACCEPTANCE of AGENT  
upon Whom PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that DAVID SHADWELL, INC., desiring to qualify under the laws of the State of Florida, with principal offices located at 422 5th Avenue South, Jacksonville Beach, FL 32250, has named Karen B. O'Neill of 1009 21st Street North, Jacksonville Beach, FL 32250, as its agent to accept service of process within the State of Florida.

Dated: October 27, 2004

  
DAVID SHADWELL, INC.  
BY: DAVID SHADWELL, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ACCEPTANCE**

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


  
KAREN B. O'NEILL, Registered Agent for  
DAVID SHADWELL, INC.

EXHIBIT "A"