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EFFECTIVE DATE

01-01-05

FILED  
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TALLAHASSEE, FLORIDA

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December 7, 2004

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

Re: Henshaw and Associates, Inc.

Dear Gentlemen:

Enclosed please find the **Articles of Incorporations for HENSHAW AND ASSOCIATES, Inc.**

**PLEASE NOTE THAT THE CORPORATION HAS AN EFFECTIVE DATE OF JANUARY 1, 2005.**

Also enclosed please find our check in the amount of \$78.75 for filing fee and for a certified copy to be returned to this office.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



David M. Platt

DMP/

Enclosures

FAX AUDIT NO.:

**ARTICLES OF INCORPORATION  
OF  
HENSHAW AND ASSOCIATES, INC.**

FILED

04 DEC -9 PM 1:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

**ARTICLE 1  
NAME AND ADDRESS**

The name of this corporation shall be HENSHAW AND ASSOCIATES, INC. The initial principal business address of the corporation is 1720 Dixie Beach Blvd., Sanibel, Florida 33957.

EFFECTIVE DATE

01-01-05

**ARTICLE 2  
EFFECTIVE DATE AND DURATION**

The corporation shall be effective as of January 1, 2005 and shall have perpetual existence thereafter.

**ARTICLE 3  
PURPOSE**

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

**ARTICLE 4  
CAPITAL STRUCTURE**

The aggregate number of shares of capital stock which this corporation shall have the authority to issue shall be ten thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

**ARTICLE 5  
INITIAL REGISTERED AGENT & OFFICE**

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, are as follows:

NAME

ADDRESS

JOHN L. HENSHAW

1720 Dixie Beach Blvd.  
Sanibel, Florida 33957

FAX AUDIT NO.:

FAX AUDIT NO.:

**ARTICLE 6**  
**DIRECTORS**

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one Director initially, and the name and address of the initial Director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN L. HENSHAW	1720 Dixie Beach Blvd. Sanibel, Florida 33957

**ARTICLE 7**  
**BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended, or repealed by the shareholders of the corporation may not be repealed, altered, amended, or readopted by the Board of Directors if the shareholders so provide.

**ARTICLE 8**  
**SHAREHOLDERS' AGREEMENT**

In the event a Shareholders' Agreement exists and there are any inconsistencies in terms between these Articles of Incorporation and the Shareholders' Agreement, the terms of the Shareholders' Agreement will control.


**ARTICLE 9**  
**INCORPORATOR**

The name and the address of the person signing these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN L. HENSHAW	1720 Dixie Beach Blvd. Sanibel, Florida 33957

FAX AUDIT NO.:

These Articles of Incorporation have been executed this 30<sup>th</sup> day of November, 2004.

  
JOHN L. HENSHAW, Incorporator

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties 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.

  
JOHN L. HENSHAW , Registered Agent