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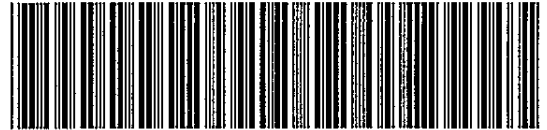
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TALLAHASSEE, FLORIDA

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12-16

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.

ATTORNEYS AT LAW

Firm Established 1924

9100 COLLEGE POINTE COURT
FORT MYERS, FLORIDA 33919
(239) 334-1141 PHONE
(239) 334-3965 FAX

JAY ANDREW BRETT
JOHN E. STEWART +
CRAIG R. HERSCH**
D. HUGH KINSEY, JR.
MICHAEL B. HILL

OF COUNSEL
JOHN W. SHEPPARD +

* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES
• CERTIFIED PUBLIC ACCOUNTANT (FL)
+ ALSO ADMITTED IN IOWA

FIRM WEBSITE:
www.sbslaw.com

ELECTRONIC MAIL:
brett@sbslaw.com
stewart@sbslaw.com
hersch@sbslaw.com
kinsey@sbslaw.com
hill@sbslaw.com

JOHN K. WOOLSLAIR (1908-1968)
W. A. SHEPPARD (1898-1971)

December 14, 2004

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: EDWARD ZACHARY CONSULTING, INC.

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation.
Also enclosed is our check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	\$ 35.00
	\$ 78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Very truly yours,

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.



Jay A. Brett

JAB:dlb
Enclosures
B-3854

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04 DEC 16 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EDWARD ZACHARY CONSULTING, INC.

THE UNDERSIGNED, JAY A. BRETT, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is EDWARD ZACHARY CONSULTING, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

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

ARTICLE V

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 9100 College Pointe Court, Fort Myers, Florida 33919, and the name of the initial registered agent of this Corporation at that address is: JAY A. BRETT.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than three (3) or more than eight (8).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JAY A. BRETT	9100 College Pointe Court Fort Myers, Florida 33919
D. HUGH KINSEY, JR.	9100 College Pointe Court Fort Myers, Florida 33919
KEMPTON P. LOGAN	1533 Hendry Street, Suite 200 Fort Myers, Florida 33901
THOMAS E. MOOREY	1430 Royal Palm Square Boulevard, Suite 105 Fort Myers, Florida 33919
GREGG F. MCNEAL	643 Cape Coral Parkway, Suite 101 Cape Coral, Florida 33904
CHARLES E. MAYHUGH, JR.	2061 Club House Road North Fort Myers, Florida 33917

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

NAME OF SUBSCRIBER

ADDRESS

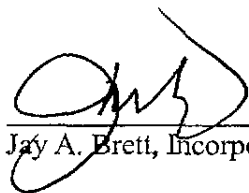
JAY A. BRETT

9100 College Pointe Court
Fort Myers, Florida 33919

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 14th day of December, 2004.



Jay A. Brett, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 14th day of December, 2004, by JAY A. BRETT, (→) who is personally known to me or () who produced N/A as identification.


Notary Public

(SEAL)

Comm. Exp. Date:

Comm. Number:

Printed Name of Notary: DOROTHY V. BERRY




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- THAT EDWARD ZACHARY CONSULTING, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF FORT MYERS, COUNTY OF LEE, STATE OF FLORIDA, HAS
NAMED JAY A. BRETT, LOCATED AT 9100 COLLEGE POINTE COURT, FORT MYERS, LEE
COUNTY, FLORIDA 33919, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

EDWARD ZACHARY CONSULTING, INC.

(JAB)
Signature: 
(Corporate Officer)

Title: President


Date: December 14, 2004

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 DEC 16 PM 1:00

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED 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 AND COMPLETE
PERFORMANCE OF MY DUTIES.

(JAB)
Signature: 
Resident Agent

Date: December 14, 2004