

**Electronic Articles of Incorporation
For**

P04000173262
FILED
December 29, 2004
Sec. Of State
jshivers

DF WITHERS & ASSOCIATES, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

DF WITHERS & ASSOCIATES, INC.

Article II

The principal place of business address:

145 N. CHAMPIONS WAY
UNIT 123
ST. AUGUSTINE, FL. 32092

The mailing address of the corporation is:

145 N. CHAMPIONS WAY
UNIT 123
ST. AUGUSTINE, FL. 32092

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

WILLIAM L THOMPSON JR
1590 ISLAND LANE
SUITE 26
ORANGE PARK, FL. 32003

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: WILLIAM L. THOMPSON, JR.

Article VI

The name and address of the incorporator is:

DONALD F. WITHERS
145 N. CHAMPIONS WAY
UNIT 123
ST. AUGUSTINE, FL 32092

Incorporator Signature: DONALD F. WITHERS

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P, T
DONALD F WITHERS
145 N. CHAMPIONS WAY, UNIT 123
ST. AUGUSTINE, FL. 32092

Article VIII

The effective date for this corporation shall be:

12/24/2004