

From: PHOENIX LAW PARTNERS

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Scott Fischer Holdings Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
FOR A DOMESTIC CORPORATION**

Pursuant to the laws of the State of Florida, to wit Chapter 607 of the Florida Statutes, the undersigned executes the following articles ("Articles") for purposes of forming a corporation ("the Corporation");

ARTICLE I

The name of the corporation is:

Scott Fischer Holdings Inc.

ARTICLE II

The principal office will be located at
**12271 Towne Lake Drive
Fort Myers, Florida 33913**

The mailing address is
**12271 Towne Lake Drive
Fort Myers, Florida 33913**

ARTICLE III

The Corporation shall adopt bylaws that conform to these Articles by unanimous consent of the initial shareholders ("Bylaws"). The Bylaws will always conform to these Articles and any clause in the Bylaws that cannot be reasonably construed to conform to these Articles, will be stricken as if it had never been adopted into the Bylaws so that the Bylaws conform to these Articles. The Bylaws will otherwise be amendable and may address matters not specifically precluded by these Articles. This Article controls all contradictory provisions of the other Articles, if any.

ARTICLE IV

Pursuant to Sections 607.0731(1) and 607.0732 of the Florida Statutes, the Corporation will have no board of the directors, but will, instead, act under the direction of the shareholders (each a "Shareholder"), always pursuant to these Articles and the Bylaws.

ARTICLE V

The total authorized shares:

1. Common Shares: One thousand (1,000) One and No/100 Dollars (\$1.00) par value Class A shares; no other classes are authorized.
2. Preferred Shares: None authorized.

The shares in the Corporation will be of one class, each share maintaining proportional voting rights. Distributions will be made in accordance with the Florida Business Corporation Act and as otherwise specified in these Articles and the Bylaws.

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Except as provided in the Bylaws, the shares may be further limited in that all shares may be subject to the Corporation's or the Shareholders' rights of first refusal as expressed in the Bylaws or a Shareholders' agreement.

The shares are further limited in that all Shareholders must be eligible to be a Shareholder under Subchapter S of the Internal Revenue Code of 1986, as amended, ("IRC") and must consent to an election to be treated as a "small business corporation" within the meaning of IRC Subchapter S by executing all documents necessary to effect the IRC Subchapter S election.

The shares will have no other limitations other than those specifically mandated by the Florida Business Corporation Act or as specified in these Articles or the Bylaws.

ARTICLE VI

The initial registered agent is
Charles PT Phoenix, Esq.

Service of process may be made on the registered agent at
12800 University Drive, Suite 260 in the City of Fort Myers, County of Lee, State of Florida, with the postal zip code being 33907.

ARTICLE VII

The incorporator is
J. Scott Fischer

The address of the incorporator is
12271 Towne Lake Drive
Fort Myers, Florida 33913

ARTICLE VIII

The Corporation may engage in any activity permitted by the Florida Business Corporation Act, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the Corporation acts.

ARTICLE IX

No withdrawing Shareholder is entitled to receive any distribution or the value of the Shareholder's shares as a result of withdrawal from the Corporation prior to the Corporation's liquidation.

No Shareholder is entitled to the return of, or interest on, that Shareholder's capital contributions.

ARTICLE X

If shares are certificated, all stock certificates will clearly bear legends indicating that the shares are issued subject to restrictions on transferability, in reliance upon the existence of

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exemptions from federal and state securities laws, and with other rights, limitations, preferences and elections as expressed in these Articles.

ARTICLE XI

Additional Shareholders may purchase stock in the Corporation upon the unanimous vote of all of the then-existing Shareholders of the Corporation.

ARTICLE XII

Except as a result of business operations, these Articles and the Bylaws will always be construed such that the Corporation will qualify for and continue to satisfy the requirements of *IRC Subchapter S*, including Department of the Treasury, Internal Revenue Service regulations, rulings, procedures and other pronouncements thereunder. If any article or clause of these Articles or the Bylaws cannot reasonably be construed to conform to *IRC Subchapter S*, each offensive article or clause in these Articles and the Bylaws will be stricken prospectively or retroactively (as necessary) so that the Corporation qualifies for treatment under *IRC Subchapter S*.

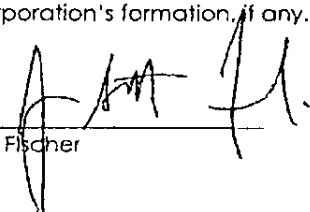
ARTICLE XIII

The Articles may only be amended, superceded or repealed upon the majority vote written, affirmative consent of all of the Shareholders entitled to vote under the *Florida Business Corporation Act*, these Articles and the Bylaws.

ACKNOWLEDGMENT

I, Corporation's incorporator, and without personally assuming or ratifying any prior contracts or promises made on the Corporation's behalf by any person or entity prior to the Corporation's formation, if any, execute these Articles this 27 day of December 2010.


J. Scott Fischer



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ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT OF
Scott Fischer Holdings Inc.

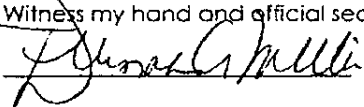
I hereby accept the appointment as resident agent as designated in the attached Articles. I am familiar with and accept the obligations mandated by Chapter 608 of the Florida Statutes that are associated with the appointment.

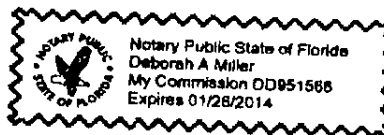

Charles PT Phoenix, Esq.

State of Florida)
County of Lee)

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Charles PT Phoenix, Esq., known to me to be the person who executed this Acceptance of Appointment as Resident Agent.

Witness my hand and official seal this 21 day of December 2010.


Notary Public, State of Florida
My commission number is
My commission expires



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From: PHOENIX LAW PARTNERS

239 461 0083

12/28/2010 10:40

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Scott Fischer Holdings Inc.
Initial Officer Listing

The Initial Shareholders/Officers/Directors of the Corporation are:

J. Scott Fischer

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COURT, PHOENIX, ARIZONA

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