

PAUL D. NEWELL, P.A.

ATTORNEY AT LAW

P.O. BOX 1369

KEYSTONE HEIGHTS, FLA. 32056-1369

PAUL D. NEWELL

TELEPHONE
(904) 473-4828

P95000005305

January 1, 1995

Mr. D. W. McKinnon, Director
Division of Corporations
SECRETARY OF STATE
State of Florida
The Capitol
Tallahassee, FL 32304

200001383712
-01/19/95--01007--007
***122.50 ***122.50

Dear Mr. McKinnon,

Enclosed please find the Articles of Incorporation of Elmwood Associates, Inc. It would be greatly appreciated if you would file said Articles and assign a Charter Number accordingly.

I am also enclosing herewith our check in the amount of \$122.50 to cover the filing fees, etc.

Thanking you for your continued assistance, I remain,

Sincerely,

Debra A. Haney
Debra A. Haney
Secretary to Paul D. Newell

encl.
File #10145

FILED
95 JAN 18 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ELMWOOD ASSOCIATES, INC.**

FILED
95 JAN 18 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be: ELMWOOD ASSOCIATES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State, Division of Corporations.

This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America, or any other country of its choosing.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 5000 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this

corporation's bylaws, but shall never be less than one.

The names and addresses of each individual who shall serve as a member of the Initial Board of Directors are:

Carol A. Meyer
Route 1, Box 1655
Trenton, Florida 32693

ARTICLE VII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of all directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED

OFFICE & AGENT

The address of this corporation's principal office is Route 1, Box 1655, Trenton, Florida 32693; and the address of this corporation's initial registered office shall be:

Suite 201 Newell Building
101 Lawrence Boulevard
Keystone Heights, Florida 32656.

Articles of Incorporation of Elmwood Associates, Inc.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Paul D. Newell

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Carol A. Meyer, P. O. Box 1810, Route 1, Box 1655, Trenton, Florida 32693.

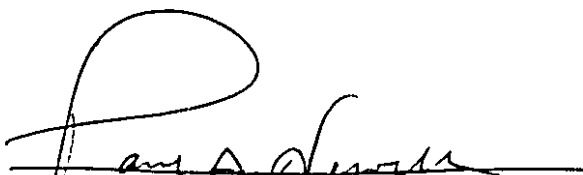
ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Carol A. Meyer - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of ELMWOOD ASSOCIATES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Paul D. Newell - Registered Agent

STATE OF FLORIDA
COUNTY OF CLAY

On December 23RD, 1994, Paul D. Newell, designated above as the individual who shall serve as the corporation's initial registered agent; and Carol A. Meyer, the corporation's incorporator, all of whom are personally known to me, personally appeared before me at the time of notarization, and acknowledged signing these Articles of Incorporation of ELMWOOD ASSOCIATES, INC. for the purposes therein expressed.



Gail S. Reck
Notary Public
State of Florida at Large
Commission No:
Commission Expiration Date:

GAIL S. RECK
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXPIRES SEPTEMBER 22, 1998
COMM. NO. CC 400841