

LATOUR & ASSOCIATES, P.A.

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P95000011183
February 6, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE

2-06-95

RE: Middle Valley Associates, Inc.

To Whom It May Concern:

Please find enclosed an original and one (1) copy of Articles of Incorporation for Middle Valley Associates, Inc.

In addition, please find enclosed a check in the amount of \$122.50 for the various filing fees.

It would be appreciated if you would file the original Articles and return a certified copy of the same to the undersigned.

Thank you for your cooperation and assistance in this matter.

Very truly yours,

Eduardo R. Latour

Eduardo R. Latour

ERL/j
Enc.

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PAID
2/09/95
P95-11183

FILED
1995 FEB -7 PM 2:45
TALLAHASSEE, FL

ARTICLES OF INCORPORATION
OF
MIDDLE VALLEY ASSOCIATES, INC.

We, the undersigned subscribers to the Articles of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

FILED
1995 FEB - 7
2:15
TALLAHASSEE

ARTICLE I

The name of the corporation shall be MIDDLE VALLEY ASSOCIATES, INC. Its principal place of business shall be 4644 Gandy Boulevard, Tampa, Hillsborough County, Florida.

ARTICLE II

EFFECTIVE DATE

2-06-95

This corporation is organized for the purpose of transacting any and all lawful business as authorized under the laws of the State of Florida or any other state, country or territory under which it may qualify to do business; and more particularly, it shall have all the powers set forth in Florida Statutes Chapter 607 and particularly 607.011, and any and all other powers incidental to the conducting of any and all lawful business.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 at \$1.00 par value common stock.

ARTICLE IV

The consideration for the issuance of said shares or any part thereof shall be money current of the United States of America, or property or services of value at least equivalent to the stock

issued as fixed and determined by the Board of Directors of said corporation of payment to be made in property, or in services, the fair and just value of the property to be transferred, or the services performed, or rendered, as a consideration for the issuance of stock shall be affixed by the Board of Directors of said corporation. Any and all shares of stock of this corporation shall be issued for the consideration, or for not less than the consideration fixed and determined as aforesaid, whether such consideration shall be cash, property or services shall be fully paid and non-assessable.

ARTICLE V

The principal office of this corporation shall be located at 4644 Gandy Boulevard, Tampa, Hillsborough County, Florida.

ARTICLE VI

This corporation is to exist perpetually, commencing with the date of subscription and acknowledgment of these Articles of Incorporation so long as these Articles of Incorporation are filed with the Department of State, State of Florida, within five (5) days, exclusive of legal holidays, after subscription and acknowledgment thereof, and are subsequently approved by the Department of State, State of Florida, and all filing fees and taxes have been paid. Otherwise the date of the corporation's existence shall begin when the Articles of Incorporation have been filed with the Department of State, State of Florida, and are approved by it, and all filing fees and taxes have been paid.

ARTICLE VII

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

ARTICLE VIII

The names and post office addresses of the first Board of Directors for the corporation, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, the laws of the State of Florida, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Sookie S. Stewart	4644 Gandy Boulevard Tampa, Florida
Robert D. Stewart	4644 Gandy Boulevard Tampa, Florida

ARTICLE IX

Meetings of the Board of Directors and meetings of the stockholders of the corporation may be held in or without the State of Florida.

ARTICLE X

The corporation shall have its initial registered agent, Sookie S. Stewart, 4644 Gandy Boulevard, Tampa, Florida and has acknowledged said position by Affidavit.

ARTICLE XI

All corporate powers shall be exercised by or under the authority of and the business affairs of this corporation and shall

be managed under the direction of the Board of Directors of the corporation.

ARTICLE XII

The subscribers of the Articles of Incorporation and post office addresses are as follows:

<u>Name</u>	<u>Address</u>
Sookie S. Stewart	4644 Gandy Boulevard Tampa, Florida
Robert D. Stewart	4644 Gandy Boulevard Tampa, Florida

ARTICLE XIII

The original By-Laws of this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof, thereafter said By-Laws may be amended by the Board of Directors by a majority vote of the Directors present at any regular meeting of said Board, or at any special meeting called for such purpose as the majority of the Directors present.

ARTICLE XIV

The Articles of Incorporation may be amended in any manner as provided for by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by the majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement attesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, We, the undersigned have hereunto sub-
scribed our hands and affixed our seals to these Articles of
Incorporation on this 6th day of February, 1995.

Evelyn L. Se
Witness

Julie P. Harley
Witness

Sookie S. Stewart
Sookie S. Stewart

Robert D. Stewart
Robert D. Stewart

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 6th 3rd CR
day of February, 1995, by Sookie S. Stewart and Robert
D. Stewart, who are personally known to me or who produced FL D.L.#
S363-797-52-708-0 & S363-764- as identification and who did
(did not) take an oath. 47-013-0

Cynthia A. Knous
Notary Public - Signature
Printed:

Serial Numbers:

My Commission Expires:



CYNTHIA A. KNOUS
My Commission CC298256
Expires Jun. 29, 1997
Bonded by ANB
800-852-6878

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

FILED
1995 FEB -7 PM 2:15
TALLAHASSEE, FLORIDA

In pursuance with Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- that MIDDLE VALLEY ASSOCIATES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Tampa, Hillsborough County, Florida, has named Sookie S. Stewart, 4644 Gandy Boulevard, Tampa, Hillsborough County, Florida, as its agent to accept service of process within this State.

Having been named to accept service of process of the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Sookie S. Stewart
Resident Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 3rd ^{CK} day of February, 1995, by Sookie S. Stewart, who is personally known to me or who produced 5363-797-52-708-0 FL. D.L. as identification and who did (did not) take an oath.

Cynthia A. Knous
Notary Public - Signature

Printed:

Serial Numbers:

My Commission Expires:



CYNTHIA A. KNOUS
My Commission CC298256
Expires Jun. 29, 1997
Bonded by ANB
8C0-852-6878