

**FRANK, SCHABACKER, GRAMLING, SIMMONS & DUNLAP**

ATTORNEYS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

W. GRAY DUNLAP, JR.  
STACY C. FRANK  
GEORGE F. GRAMLING, III  
MARK M. SCHABACKER  
JUDITH W. SIMMONS

100 NORTH TAMPA STREET  
P.O. Box 3328  
TAMPA, FLORIDA 33601-3328  
TELEPHONE: (813) 228-0036  
FACSIMILE: (813) 228-0519

**P95000011257**

February 6, 1995  
**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

100001400201  
-02/08/95--01048--020  
\*\*\*\*122.50 \*\*\*\*122.50

Re : NEWTON-YOUNG, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation, along with the original fully-executed Acceptance of Appointment as Registered Agent. Also enclosed is a check in the amount of \$122.50, representing payment of the following:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy Fee	\$52.50

Please file the enclosed Articles of Incorporation and return a certified copy to undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

  
Mark M. Schabacker

MMS/bms  
enclosures

cc: Mr. Guy B. Newton  
Mr. James R. Young

*2/09/95  
P95-11257*

*2/09/95  
Per Nancy Kerau,  
Add Principal Office  
address.*

*BOS*

**ARTICLES OF INCORPORATION.**

**OF**

**NEWTON-YOUNG, INC.**

**ARTICLE I. CORPORATE NAME.**

The name of this Corporation is: NEWTON-YOUNG, INC.

**ARTICLE II. NATURE OF BUSINESS AND POWERS.**

The general nature of the business to be transacted by this Corporation is any lawful business permitted by the Florida Corporation Act, Florida Statutes 607.01, et seq.

**ARTICLE III. CAPITAL STOCK.**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1000) shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV. TERM OF EXISTENCE.**

This Corporation shall have perpetual existence, commencing upon filing of these articles.

**ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Mark M. Schabacker, Suite 2500, 100 North Tampa Street, Tampa, Florida 33602

This shall also serve as the principal office address.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**ARTICLE VI. BOARD OF DIRECTORS.**

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than two (2).

FILED  
1995 FEB -7 PM 3:21  
TALLAHASSEE, FLORIDA

#### ARTICLE VII. INITIAL DIRECTORS.

The names of the initial directors of this Corporation and their street addresses are:

Guy B. Newton, 6411 Lake Sunrise Drive, Apollo Beach, Florida 33572  
James R. Young, 8809 Wellesly Court, Odessa, Florida 33556

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE VIII. INCORPORATOR.

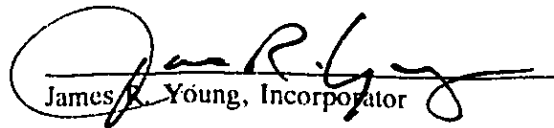
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

James R. Young, 8809 Wellesly Court, Odessa, Florida 33556

#### ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided 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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 6 day of February, 1995.

  
James R. Young, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, personally appeared James R. Young, to me personally known to be the person described as Incorporator and who executed the foregoing Articles of

Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 6th day of February, 1995.

Pamela S. Jackson-Haney  
Notary Public, State of Florida at Large

Pamela S. Jackson-Haney  
Notary Name Typed or Printed

(SEAL)

My commission expires:



PAMELA S JACKSON-HANEY  
My Commission CC400660  
Expires Aug. 16, 1998  
Bonded by HAI  
800-422-1555

## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT


In compliance with Section 48.091, Florida Statutes, the following is submitted:

That NEWTON-YOUNG, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at Suite 2500, 100 North Tampa Street, Tampa, Florida 33602, has named Mark M. Schabacker, located at Suite 2500, 100 North Tampa Street, Tampa, Florida 33602, as its agent to accept service of process within this state.

### ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

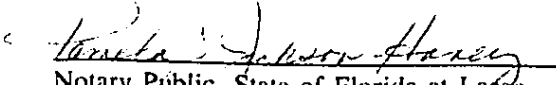
Dated this 6th day of February, 1995.

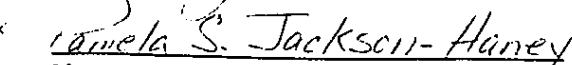
  
Mark M. Schabacker, Registered Agent

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1995 FEB -7 PM 3:21  
HILLSBOROUGH COUNTY

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, personally appeared Mark M. Schabacker, to me personally known to be the person described as Registered Agent and who executed the foregoing Acceptance of Appointment as Registered Agent on this 6th day of February, 1995.

  
Notary Public, State of Florida at Large

  
Notary Name Typed or Printed

(SEAL)

My commission expires:



PAMELA S JACKSON-HANEY  
My Commission CC400660  
Expires Aug. 16, 1998  
Bonded by HAI  
800-422-1555

P 950000 11257  
CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P. A.

ATTORNEYS AT LAW

ONE HARBOUR PLACE P.O. BOX 3239 TAMPA, FLORIDA 33601 (813) 223-7000 FAX (813) 229-4133	FIRST STATE TOWER P.O. BOX 1171 ORLANDO, FLORIDA 32802 (407) 849-0300 FAX (407) 848-9099	HARBOURVIEW BUILDING P.O. BOX 12426 PENSACOLA, FLORIDA 32582 (904) 434-0142 FAX (904) 434-5366	FIRST FLORIDA BANK BUILDING P.O. DRAWER 190 TALLAHASSEE, FLORIDA 32302 (904) 224-1588 FAX (904) 222-0398	ESPERANTO P.O. BOX 150 WEST PALM BEACH, FLORIDA 33402 (407) 659-7070 FAX (407) 659-7368	BARNETT TOWER P.O. BOX 2881 ST. PETERSBURG, FLORIDA 33731 (813) 821-7000 FAX (813) 822-3768
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PLEASE REPLY TO :

Tampa

September 14, 1995

Division of Corporations  
c/o Amendments Section  
Post Office Box 6327  
Tallahassee, Florida 32314

700001589507  
-09/20/95--01059--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Enclosed Corporate Dissolution Papers of  
Newton-Young, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Dissolution,  
Plan of Liquidation, and Written Consent of same for Newton-  
Young, Inc.

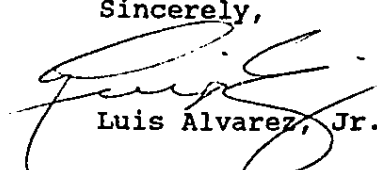
Also enclosed is a check in the amount of \$87.50 made  
payable to the Florida Secretary of State, Division of  
Corporations. The check covers the cost of filing these papers  
as well as the cost of returning to me a certified copy of the  
Articles of Dissolution.

Please return the certified copy of the Articles of  
Dissolution to me at the following address:

Luis Alvarez, Jr., Esq.  
Carlton Fields  
Post Office Box 3239  
Tampa, Florida 33601

Thank you for your attention to this request.

Sincerely,

  
Luis Alvarez, Jr.

Enclosures  
cc: Jim Young

FILED  
95 SEP 20 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VRIS  
CCF  
9/22

**ARTICLES OF DISSOLUTION  
OF  
NEWTON-YOUNG, INC.**

Newton-Young, Inc., a Florida corporation, is hereby dissolved under the laws of the State of Florida.

**ARTICLE I  
Name**

The name of the corporation is Newton-Young, Inc. (the "Corporation").

**ARTICLE II  
Dissolution Authorized**

Dissolution was authorized on September 8, 1995, by the Corporation's sole shareholder by unanimous written consent, in accordance with Florida Statutes § 607.0704.

**ARTICLE III  
Shareholder Approval**

The number of votes cast by the Corporation's sole shareholder was sufficient for approval.

Dated this 8th day of September, 1995.

**NEWTON-YOUNG, INC.**

By: \_\_\_\_\_

James R. Young,  
its President

FILED  
05 SEP 20 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PLAN OF DISSOLUTION AND LIQUIDATION OF  
NEWTON-YOUNG, INC.**

**WHEREAS**, it is deemed advisable and in the best interests of Newton-Young, Inc., a Florida corporation (the "Corporation"), to dissolve and wind up the affairs of the Corporation and to completely liquidate the Corporation;

**NOW, THEREFORE**, the Corporation adopts the following plan of dissolution and liquidation (the "Plan"):

1. There are certain known receivables or other debts owing to the Corporation which exceed certain known debts and expenses which the Corporation owes. The sole shareholder of the Corporation has agreed to set aside such receivables or other debts owing to the Corporation to meet such debts and expenses which the Corporation owes, and to distribute the excess cash to said shareholder.
2. There are no assets of the Corporation other than the above-described receivables and debts owing to the Corporation.
3. The officers of the Corporation are authorized and directed to perform such other acts and deeds necessary or desirable to effectuate the Plan, including the execution of any other legal instruments or documents necessary or desirable to effectuate the Plan. The Plan shall be deemed to authorize such action as is necessary or desirable.
4. Upon distribution of all of the assets of the Corporation in complete liquidation, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and file a final federal income tax return for the Corporation.

**CERTIFICATE OF SECRETARY OF  
NEWTON-YOUNG, INC.**

On this 8th day of September, 1995, the undersigned, as Secretary of Newton-Young, Inc., a Florida corporation, hereby certifies that the foregoing is a true and correct copy of the Plan of Liquidation of Newton-Young, Inc., that was adopted by its sole director as of September 8, 1995.

  
James R. Young, Secretary




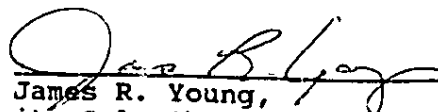
**WRITTEN CONSENT OF SOLE DIRECTOR  
AND SOLE SHAREHOLDER OF NEWTON-YOUNG, INC.  
IN LIEU OF SPECIAL MEETING**

Pursuant to Section 607.0821 of the Florida Business Corporation Act, the undersigned, being himself the sole director and sole shareholder of Newton-Young, Inc., a Florida corporation (the "Corporation"), hereby takes the following actions in lieu of holding a special meeting:

1. It is deemed advisable and in the best interests of the Corporation and its sole shareholder that it be dissolved;
2. The attached Plan of Dissolution and Liquidation is hereby adopted;
3. The officers of the Corporation are authorized and directed to take any and all actions deemed necessary or desirable to effectuate the Plan of Dissolution and Liquidation.
4. The Corporation shall be formally dissolved under the Florida Business Corporation Act, and the officers of the Corporation are authorized and directed to take all actions they deem necessary or desirable to effectuate the dissolution.

Dated as of the 8th day of September, 1995.

  
James R. Young,  
its Sole Director

  
James R. Young,  
its Sole Shareholder