

**P95000014076**

LAW OFFICE

**FISHBACK, DOMINICK, BENNETT, STEPTER,**

**ARDAMAN & BONUM**

170 EAST WASHINGTON STREET

ORLANDO, FLORIDA 32801-2897

G. BEN FISHBACK (1893-1983)

MARK F. AHLERS  
A. KURT ARDAMAN  
JOHN F. BENNETT  
PHILIP F. BONUM  
JULIAN K. DOMINICK  
LISA A. ESPOSITO  
MARK FLEMING FISHER  
DAVID S. McDONALD  
JEFFREY T. PICKER  
CHARLES R. STEPTER, JR.

**FILED**  
95 FEB 17 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TELEPHONE (407) 425-2788  
FAX (407) 425-2803

February 14, 1995

Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

300001409373  
-02/17/95--01087--012  
\*\*\*122.50 \*\*\*122.50

Re: Harvill & Harvey, Inc.  
Articles of Incorporation  
Our File No.: H413-12184

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Harvill & Harvey, Inc., along with our law firm check #20250 in the amount of \$122.50 for the filing fee and certified copy. Please file the Articles of Incorporation and return the charter to our office.

Thank you for your assistance in this matter. Please contact me if you have any questions in this matter.

Yours sincerely,



Philip F. Bonus

PFB/scp  
Enclosures

cc: Ms. Dee A. Harvey (w/encl.)  
Ms. Cecilia J. Harvill (w/encl.)

BROWN FEB 20 1995

**ARTICLES OF INCORPORATION  
OF  
HARVILL & HARVEY, INC.**

**FILED**  
95 FEB 17 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators pursuant to Chapter 607 of the Florida Statutes, adopt the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of this Corporation is HARVILL & HARVEY, INC.

**ARTICLE II. DURATION**

The period of its duration is perpetual, beginning from the date these Articles are filed with the State of Florida, Secretary of State.

**ARTICLE III. PURPOSE**

The general purpose of the business to be transacted by this Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes it may act in any capacity including as an agent or attorney-in-fact for any person or entity.

**ARTICLE IV. CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of common stock, all of one class, without any stated par value, which will all be designated "common shares".

**ARTICLE V. PREEMPTIVE RIGHTS**

A. Each of the shareholders agrees not to sell, transfer, pledge, assign or otherwise in any way dispose of his or her shares unless and until he or she shall have offered to sell his or her shares to the other shareholders at a fair and reasonable price, or otherwise as may be set forth in a buy-sell agreement between all shareholders, the creation of which is hereby authorized, and which, if created shall be binding upon and mandatorily adhered to by all shareholders, except upon written waiver thereof unanimously signed by all of the record shareholders existing at the time of such waiver.

B. All additional shares of common stock issued by the Corporation will be subject to the same restrictions regarding transferability as the initial stock.

C. The holders of common shares will be entitled to purchase newly issued stock proportionate to their respective holdings prior to the stock being offered to outside subscribers.

**ARTICLE VI. INITIAL PRINCIPAL OFFICE  
AND MAILING ADDRESS OF CORPORATION**

The street address of the initial principal office of this Corporation is 1020 North Forest Avenue, Orlando, Florida 32803.

The initial mailing address of this Corporation is 1020 North Forest Avenue, Orlando, Florida 32803.

**ARTICLE VII. INITIAL REGISTERED AGENT  
OF CORPORATION AND ADDRESS OF REGISTERED AGENT**

The name of the initial registered agent of this Corporation is DEE A. HARVEY, and the address of this initial Registered Agent is 1020 North Forest Avenue, Orlando, Florida 32803.

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

This Corporation will have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the Bylaws but will never be more than five (5) nor less than one (1). The names and addresses of the initial directors of this Corporation are:

DEE A. HARVEY  
1020 North Forest Avenue  
Orlando, Florida 32803

CECILIA J. HARVILL  
1020 North Forest Avenue  
Orlando, Florida 32803

**ARTICLE IX. INCORPORATORS**

The names and addresses of the persons signing these Articles as Incorporators are:

DEE A. HARVEY  
1020 North Forest Avenue  
Orlando, Florida 32803

CECILIA J. HARVILL  
1020 North Forest Avenue  
Orlando, Florida 32803

**ARTICLE X. BYLAWS**

The power to adopt, alter, amend or repeal Bylaws will be vested in the Board of Directors, and must be ratified by a majority of the shareholders.

**ARTICLE XI. MANAGEMENT BY SHAREHOLDERS**

All corporate powers will be exercised by or under the authority of, and the business affairs of this Corporation will be managed under the direction of the shareholders of this Corporation.

DATED: February 10, 1995.

Dee A. Harvey  
DEE A. HARVEY Incorporator

Cecilia J. Harvill  
CECILIA J. HARVILL Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of February, 1995, by DEE A. HARVEY, who is described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to such Articles of Incorporation for the purposes therein described, and who is personally known to me or who has produced driver's license as identification, and who did take an oath.

NOTARY PUBLIC:

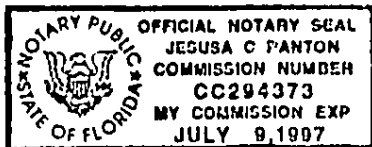
Sign: Jesusa C. Pantón  
Print: JESUSA C. PANTON  
State of FLORIDA at Large (Seal)  
Commission Number: CC294373  
My Commission Expires: 7/9/97



STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of February, 1995, by CECILIA J. HARVILL, who is described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to such Articles of Incorporation for the purposes therein described, and who is personally known to me or who has produced driver's license as identification, and who did take an oath.

NOTARY PUBLIC:



Sign: Jesusa C. Pantón  
Print: JESUSA C. PANTON  
State of FLORIDA at Large (Seal)  
Commission Number: CC294373  
My Commission Expires: 7/9/97

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

I HEREBY ACCEPT the designation, duties, and responsibilities as REGISTERED AGENT of HARVILL & HARVEY, INC., and agree to comply with all provisions of the Florida Statutes, and/or any other applicable laws related thereto.

Dee A. Harvey  
DEE A. HARVEY, Registered Agent

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of February, 1995, by DEE A. HARVEY, described as the REGISTERED AGENT for HARVILL & HARVEY, and who executed the foregoing designation as REGISTERED AGENT for the purposes therein expressed, and who is personally known to me or has produced driver's license as identification, and who did take an oath.

NOTARY PUBLIC:



Sign: Jesusa C. Pantón  
Print: JESUSA C. PANTON  
State of FLORIDA at Large (Seal)  
Commission Number: CC294373  
My Commission Expires: 7/9/97