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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee, Fl 32314

200001413662  
-02/23/95--01063--011  
\*\*\*122.50 \*\*\*122.50

SUBJECT:JEFF SUTHERLAND ASSOCIATES, INC

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$122.50

JEFF SUTHERLAND ASSOCIATES, INC  
6698 VENETIAN DRIVE  
LANTANA, FLORIDA 33462

*File  
2-24*

FILED  
95 FEB 23 11 04 46  
SECRET/ST OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
JEFF SUTHERLAND ASSOCIATES, INC

ARTICLE I - NAME

The name of the Corporation shall be:

JEFF SUTHERLAND ASSOCIATES, INC

The principal place of business of this Corporation shall be:

6698 VENETIAN DRIVE  
LANTANA, FLORIDA 33462

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - NATURE OF BUSINESS

This Corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$.01 par value common stock which shall be designated "Common Stock".

ARTICLE V - ADDRESS

The street address of the initial Registered Office of the Corporation shall be:

6698 VENETIAN DRIVE  
LANTANA, FLORIDA 33462

The name of the initial Registered Agent of the Corporation at that address shall be:

JEFF SUTHERLAND

#### ARTICLE VI - OFFICERS AND DIRECTORS

This Corporation shall have one Director, initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director is

JEFF SUTHERLAND  
6698 VENETIAN DRIVE  
LANTANA, FLORIDA 33462

#### ARTICLE VII - INCORPORATOR

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

JEFF SUTHERLAND  
6698 VENETIAN DRIVE  
LANTANA, FLORIDA 33462

#### ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders of to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

#### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

#### ARTICLE X - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

#### ARTICLE XI - INDEMNIFICATION

This Corporation shall indemnify any Officer of Director, or any former Officer of Director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5<sup>TH</sup> day of JULY, 1974.

Jeff Sutherland  
JEFF SUTHERLAND

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared JEFF SUTHERLAND, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same for the purpose therein expressed.

WITNESS my hand and seal this 8th day of July, 1974.

[Signature]  
Notary Public  
NOTARY PUBLIC, FLORIDA

ACCEPTANCE OF REGISTERED AGENT OF CORPORATION

Having been named to accept service of process for the above stated Corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to the keeping open of said office.

Jeff Sutherland  
JEFF SUTHERLAND

SWORN AND SUBSCRIBED before me, in the State and County last aforesaid, this 5th day of July, 1961

Henry F. [Signature]  
Notary Public  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES [illegible]  
BONDED [illegible]

FILED  
95 FEB 23 11 10 46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA