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TATICH DOWNING S. L. L. & LOONEY

PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELLORS AT LAW

POST OFFICE DRAWER 7540

MAITLAND, FLORIDA 32704-7540



STEPHEN R. LOONEY  
LICENSED IN FLORIDA, TEXAS & MISSOURI

TELEPHONE (407) 875-0033  
FACSIMILE (407) 875-0044

601 S. LAKE DESTINY ROAD  
SUITE 200  
MAITLAND, FLORIDA 32751

March 1, 1995

**VIA CERTIFIED MAIL RETURN  
RECEIPT REQUESTED - Z 276 172 574**

500001428875  
-03/14/95--01071-007  
\*\*\*122.50 \*\*\*122.50

Florida Department of State  
Division of Corporations  
Attn: New Filing Section  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 13 AM 10:22

Re: Articles of Incorporation of Grimsley & Associates, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of Grimsley & Associates, Inc., together with a check for \$122.50 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$52.50 certified copy fee.

Once the Articles of Incorporation have been filed, the certified copy should be returned to this office.

Sincerely,

Stephen R. Looney

SRL/lis  
Enclosures  
cc: Steven M. Grimsley

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 MAR 13 AM 10:22

**ARTICLES OF INCORPORATION  
OF  
GRIMSLEY & ASSOCIATES, INC.**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be GRIMSLEY & ASSOCIATES, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office of this Corporation shall be located at 664 Yorkshire Drive, Oviedo, Florida 32765.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE**

**AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 601 South Lake Destiny Road, Suite 200, Maitland, Florida 32751. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that

address is Stephen R. Looney. The Board of Directors may from time to time designate a new registered agent.

#### ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Stephen R. Looney	601 South Lake Destiny Road Suite 200 Maitland, Florida 32751

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be one (1).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Steven M. Grimsley	664 Yorkshire Drive Oviedo, Florida 32765

#### ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

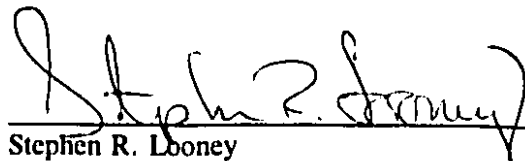
**ARTICLE VIII - DATE OF EXISTENCE**

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.

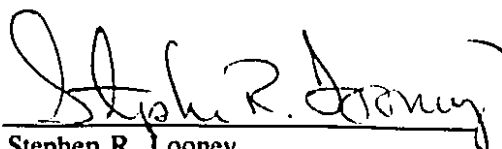
**ARTICLE IX - INDEMNIFICATION**

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Maitland, Florida, this 1st day of March, 1995.

 (SEAL)  
Stephen R. Looney

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:   
Stephen R. Looney

Date: March 1, 1995