

*Bruce W. Flower*  
*Attorney at Law*

80 NORTH MAITLAND AVENUE MAITLAND, FLORIDA 32751 TELEPHONE (407) 898-9644 TELEFAX (407) 898-8079

March 20, 1995

Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

200001486802  
-03/22/95--01097--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: John Atwood & Associates, Inc.

Gentlemen:

With reference to the above, I enclose herewith original and copy of Articles of Incorporation for filing, together with check in the amount of \$122.50 as follows:

Filing fee	\$	35.00
Certified Copy		52.50
Reg. Agent Designation		35.00

I also enclose return envelope for your convenience.

Thank you for your assistance in this matter.

Very truly yours,

**EFFECTIVE DATE**

MAR 17 1995

*Bruce W. Flower*

Bruce W. Flower  
*gm*

BWF:gm

Encs.

FILED  
MAR 22 PM 2:15  
TALLAHASSEE, FL  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
JOHN ATWOOD & ASSOCIATES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation is JOHN ATWOOD & ASSOCIATES, INC.

ARTICLE TWO

This corporation is organized for the purpose of conducting all phases of a real estate business, and all lawful business including, but not limited to:

a) To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate to be acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

b) To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary to be useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and to execute such mortgage, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

d) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of the corporation, or any bonds,

securitization, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, power and privileges of ownership, including the right to vote such stock.

e) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to the amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purpose of this corporation or calculated to facilitate the same.

f) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

g) To engage in any and all lawful businesses, trades, occupations and professions.

h) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or interference from the terms of any other object, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

### **ARTICLE THREE - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

### **ARTICLE FOUR - INITIAL CAPITAL**

The amount of the capital with which this corporation shall begin business is a minimum of FIVE HUNDRED (\$500.00) Dollars.

**ARTICLE FIVE - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE SIX - ADDRESS**

The initial street address of the principal office of this corporation is to be at 342 Pressvie Avenue, Longwood, FL 32750. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

**ARTICLE SEVEN - DIRECTORS**

The corporation shall have one (1) director(s) initially. The number of directors may be increased from time to time by the By-Laws.

**ARTICLE EIGHT - INITIAL DIRECTORS**

The name and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN ATWOOD	342 Pressview Avenue Longwood, FL 32750

**ARTICLE NINE - SUBSCRIBER**

The name and street address of the subscriber of these Articles of Incorporation shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN ATWOOD	342 Pressview Avenue Longwood, FL 32750

**ARTICLE TEN - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 511 North Maitland Avenue, Maitland, FL 32751, and the name of the initial registered agent of this corporation at that address is BRUCE W. FLOWER.

**ARTICLE ELEVEN - EFFECTIVE DATE**

These Articles of Incorporation shall be effective and the corporation's existence shall begin when these Article of incorporation are acknowledged.

#### ARTICLE TWELVE - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE THIRTEEN - BY-LAWS

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

#### ARTICLE FOURTEEN - INDEMNIFICATION

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

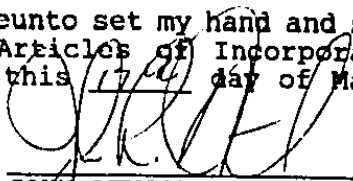
#### ARTICLE FIFTEEN - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE SIXTEEN - 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 shareholders and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 17<sup>th</sup> day of March, 1995.

  
JOHN ATWOOD  
342 Pressview Avenue  
Longwood, FL 32750

STATE OF FLORIDA       )  
COUNTY OF ORANGE     )

17<sup>th</sup> The foregoing instrument was acknowledged before me this day of March, 1995 by JOHN ATWOOD, who is personally known to me and who did not take an oath.



Gloria Meditz  
Notary Public  
Name: GLORIA MEDITZ

My commission expires:

**STATE OF FLORIDA  
DEPARTMENT OF STATE**

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

The following is submitted in compliance  
with Chapter 48.091, Florida Statutes

JOHN ATWOOD & ASSOCIATES, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office located at 342 Pressview Avenue, in the City of Longwood, County of Seminole. State of Florida, has named **BRUCE W. FLOWER** of 511 North Maitland Avenue, City of Maitland, County of Orange, Florida 32751, as its agent to accept service of process within the State.

**ACCEPTANCE**

I agree as Registered Agent to accept service of process; to keep open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

**WITNESS** my hand this 17<sup>th</sup> day of March, 1995 in the City of Maitland, State of Florida.

Bruce W. Flower  
**BRUCE W. FLOWER**  
Registered Agent

FILED  
SECRETARY OF STATE  
95 MAR 22 PM 2:15

*Bruce W. Flower*  
*Attorney at Law*  
**P95000023409**

811 NORTH MAITLAND AVENUE    MAITLAND, FLORIDA 32751    TELEPHONE (407) 690-0044    TELECOPIER (407) 690-8070

May 8, 1995

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

500001485225  
-05/12/95--01019--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: JOHN ATWOOD & ASSOCIATES, INC.  
Corp. #P95-000023409

Dear Sir:

With reference to the above, I enclose original and one copy of Amendment to Articles of Incorporation for a change of name to JOHN R. ATWOOD & ASSOCIATES, INC., together with check in the amount of \$35.00 as and for filing fee. I also enclose return envelope for your convenience in returning filed copy to this office.

Very truly yours,



Bruce W. Flower

BWF:gm

Encs.

FILED  
MAY 12 1995  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NC  
5-15

AMENDMENT TO ARTICLES OF INCORPORATION

of

JOHN ATWOOD & ASSOCIATES, INC.

The Certificate of Incorporation of JOHN ATWOOD ASSOCIATES, INC., heretofore approved and filed in the office of the Secretary of State, State of Florida, on the 22nd day of March, 1995, is hereby amended in the following particular:

ARTICLE ONE

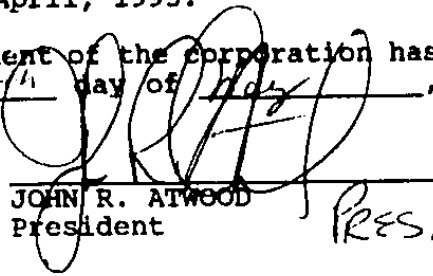
The name of the corporation is JOHN R. ATWOOD & ASSOCIATES, INC.

CERTIFICATE OF APPROVAL OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
JOHN ATWOOD & ASSOCIATES, INC.

I, the undersigned, being one of the Directors of JOHN ATWOOD & ASSOCIATES, INC. hereby certify that the Board of Directors of the Corporation did unanimously approve and recommend, on the 24th day of April, 1995, that the Articles of Incorporation of JOHN ATWOOD & ASSOCIATES, INC. heretofore filed and approved in the office of the Secretary of State, State of Florida on the 22nd day of March, 1995, be amended in the manner set forth above and did propose said amendment to the stockholders of the corporation.

I DO FURTHER CERTIFY that a meeting duly called for that purpose, and the shareholders did vote, and unanimously approve the foregoing amendment on the 24th day of April, 1995.

IN WITNESS WHEREOF, the President of the corporation has hereunto affixed his signature this 5<sup>th</sup> day of May, 1995.

  
JOHN R. ATWOOD  
President

RES.

FILED  
APR 12 1995  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

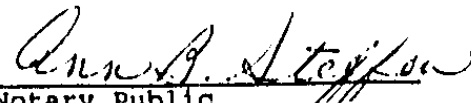


AFFIDAVIT FOR AMENDMENT OF ARTICLES

STATE OF FLORIDA  
COUNTY OF ORANGE

I DO HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take oaths and acknowledgements, personally appeared JOHN R. ATWOOD, to me well known to be the individual described in and who executed the foregoing Amendment to Certificate of Incorporation and he acknowledged before me that the matters and things contained therein are true, and he did execute the same for the purposes therein expressed.

WITNES: my hand and seal in the County and State named above, this 5<sup>th</sup> day of May, 1995.

  
Notary Public  
Name: Ann B. STEFFEN

My commission expires:



ANN B STEFFEN  
My Commission CC318472  
Expires Nov. 01, 1997  
Bonded by IFA  
800-422-1885