

P95000023695

Donley & Associates
309 Dornoch Court
Winter Springs, Florida 32708

March 10, 1995

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

000001428180
-03/13/95--01071--001
****122.50 ****122.50

Gentlemen:

EFFECTIVE DATE
03-10-95

Enclosed please find executed Articles of Incorporation for Donley & Associates, Inc., together with a check in the amount of \$122.50 covering the various fees relative to this filing.

In the event that the corporate name is not available, please advise the undersigned at telephone (407) 327-7141.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

William D. Donley
William D. Donley
Incorporator

FILED
95 MAR 13 AM 9 48
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Enclosure

H. SIMS MAR 14 1995

W95 5609

634

H. SIMS MAR 23 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 14, 1995

WILLIAM D. DONLEY
309 DORNOCH CT
WINTER SPRINGS, FL 32708

SUBJECT: DONLEY & ASSOCIATES, INC.
Ref. Number: W9500005609

We have received your document for DONLEY & ASSOCIATES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Hope Sims
Corporate Specialist

Letter Number: 695A00011296

** PLEASE SEE ATTACHED PAGE 6*

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

95 MAR 13 11 04 AM
FILED

The undersigned hereby adopts the following Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida:

ARTICLE I. NAME

The name of this corporation is Donley & Associates, Inc.

ARTICLE II. COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

The corporation shall commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III. GENERAL PURPOSE

The purposes for which the corporation has been formed are:

To engage in and transact any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE IV. CAPITAL STOCK

1. Number and Class of Shares Authorized: Par Value.

The maximum number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) shares of common stock having par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of the corporation shall be issued as "small business corporation stock" in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

EFFECTIVE DATE
03-10-95

2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. No Preemptive Rights.

No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation provided, however, that the number of directors shall never be less than one (1). The name and street address of the Director who shall hold office for the first year of existence of the corporation or until his successors are elected or appointed and have qualified is:

<u>Name</u>	<u>Address</u>
William D. Donley	309 Dornoch Court Winter Springs, FL 32708

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
William D. Donley	309 Dornoch Court Winter Springs, FL 32708

ARTICLE VIII. INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligation, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

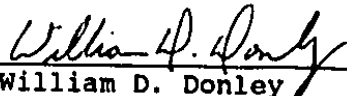
ARTICLE IX. AMENDMENT

These Articles of Incorporation may be altered or amended by a resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the shares entitled to vote thereon, or they may be altered or amended in any other manner or hereafter provided by law.

ARTICLE X. HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned as incorporator, does hereby execute these Articles of Incorporation this 10th day of March, 1995.




William D. Donley

STATE OF FLORIDA
COUNTY OF ORANGE

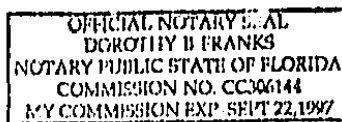
BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared WILLIAM D. DONLEY, known to me and known by

me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of March, 1995.



NOTARY PUBLIC



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED.**

FILED
55 MAR 13 11:00 AM '95

In compliance with Sections 48.091 and 607.325, Florida Statutes, the following is submitted:

Donley & Associates, Inc. (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated William D. Donley as its Registered Agent to accept service of process within the State of Florida with its registered office located at 309 Dornoch Court, Winter Springs, Florida 32708.

ACKNOWLEDGEMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.325, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 10th day of March, 1995.

William D. Donley ^{WDD} 3/10/95
William D. Donley
Registered Agent

RE: SECTION 607.0202(1)(B) OR 617.0202(1)(B)

FILED
MAR 13 1995
STATE
CORPORATION

The corporation's principal office and the registered office address are the same:
309 Dornoch Court
Winter Springs, FL 32708

William D. Donley 3/20/95
William D. Donley