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*Also admitted in South Carolina
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April 18, 1995

9500032324

Florida Department of
Revenue
P.O. Box 63
Tallahassee, Florida 32314

Re: Keith E. Predmore Consulting, Inc.

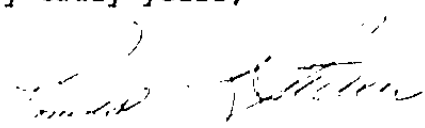
Gentlemen:

In connection with the above, please find enclosed for filing the Articles of Incorporation.

In addition, please find enclosed a check in the amount of \$122.50 representing your filing and certified copy fees.

Should you have any questions concerning the foregoing, please do not hesitate to contact me.

Very truly yours,



Ronald L. Stetler

RLS/slm
Enclosures

**ARTICLES OF INCORPORATION
OF
KEITH E. PREDMORE CONSULTING, INC.**

FILED
JAN 21 PM 2 15
TALLAHASSEE, FLORIDA

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 I - NAME AND ADDRESS

The name of the corporation is KEITH E. PREDMORE CONSULTING, INC., and its initial post office address and its principal office for conducting business is: 6520 Valen Way, #105, Naples, FL 33963.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date filed with the Department of State for the State of Florida.

ARTICLE III - PURPOSES AND POWERS

The powers of this corporation shall include the transaction of any activity or business permitted under the laws of the United States and this State and this corporation shall have all powers granted to corporations under said laws.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent of this corporation is Keith E. Predmore, and his address is 6520 Valen Way, #105, Naples, FL 33963.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles are: Keith E. Predmore, 6520 Valen Way, #105, Naples, FL 33963.

ARTICLE VIII - MANAGEMENT OF CORPORATION

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

ARTICLE IX - ACTION BY SHAREHOLDER WITHOUT A MEETING

The shareholders of this corporation may take action by written consent, as provided by law, unless otherwise provided in these Article or by the By-Laws of this corporation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify its officers or any former officers to the full extent permitted by law.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any

provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

ARTICLE XIII - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of any class of stock of the corporation which he or she may hereafter acquire without making it available for purchase by the corporation and then to the remaining shareholders of the corporation should the corporation elect not to purchase any or all of such stock. The manner in which this option may be elected shall be prescribed by the By-Laws of this corporation.

ARTICLE XIV - 1244 STOCK

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

IN WITNESS WHEREOF, I, the undersigned, being the original incorporator to the capital stock hereinbefore named, have hereunto set my hand and seal this 17th day of April, 1995.

Keith E. Predmore
KEITH E. PREDMORE

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 17th day of April, 1995, by Keith E. Predmore.

Steven A. M. [Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES: . . .

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First - That KEITH E. PREDMORE CONSULTING, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 6520 Valern Way, #105, Naples, FL 33963, has named Keith E. Predmore, located at 6520 Valern Way, #105, Naples, FL 33963, as its agent to accept service of process within this State.

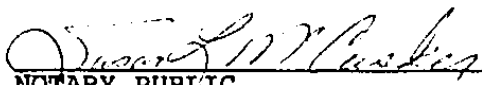
ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Keith E. Predmore

The foregoing instrument was acknowledged before me this 17th day of April, 19 95, by Keith E. Predmore.

(S E A L)


NOTARY PUBLIC
MY COMMISSION EXPIRES:

NOTARY PUBLIC STATE OF FLORIDA
COMMISSION EXPIRES AUG. 15, 1995
BONDED THIRD GENERAL INS. UND.

TALLAHASSEE, FLORIDA

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