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William M. Reed  
*Attorney-at-Law*

April 25, 1995

Secretary of State  
State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Michael Strout And Associates, Inc.

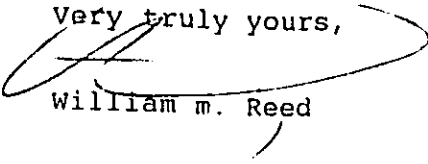
400001470374  
-05/02/95--01040--014  
\*\*\*122.50 \*\*\*122.50

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of the above-referenced corporation and Acceptance of Registered Agent. Also enclosed is my check in the amount of \$122.50, your fee for filing same.

Please return one copy to me after filing. Thank you for your assistance in this matter. If you have any questions, please contact my office.

Very truly yours,

  
William M. Reed

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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AB 5/5/95

ARTICLES OF INCORPORATION  
OF  
MICHAEL STROUT AND ASSOCIATES, INC.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLE I

The name of the corporation is MICHAEL STROUT AND ASSOCIATES, INC. and its address shall be 5449 South Semoran Blvd., Suite 213, Orlando, FL 32822.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is:

- A. 100 shares of common stock.
- B. 100 shares of preferred stock.

The board of directors of the corporation shall have the authority to divide the preferred stock into as many series as it shall from time to time determine. The board of directors shall determine the number of shares comprising each series of preferred stock, which number may, unless otherwise provided by the board of directors in creating such series, be increased from time to time by action of the board of directors. Each series of preferred stock shall be so designated as to distinguish such series from the shares of each other series. All series of preferred stock shall be of equal rank and have the same powers, preferences and rights, and shall be subject to the same qualifications, limitations and restrictions, without distinction between the shares of different series thereof; provided, however, that there may be variations among different series of preferred stock as to dividend rates, prices, terms, conditions of redemption, if any, liquidation rights, and terms and conditions of conversion, if any, which variations may be fixed and determined by the board of directors in their discretion.

## ARTICLE V

As long as there is more than one class of stock issued and outstanding, the following voting rights shall attach to the shares of the respective classes:

1. Except as otherwise provided herein and as long as there are shares of preferred stock outstanding, each holder of preferred stock shall have one vote for each share held of record on all matters submitted for shareholder approval. As long as there are shares of preferred stock issued and outstanding, the number of directors elected to the board of directors by the holders of preferred stock, voting as a class, shall be two. At each election for directors, the holders of preferred shares shall be entitled to cast votes using the cumulative method of voting for directors.

2. Each holder of common stock shall have one vote for each share held of record on all matters submitted for shareholder approval. The number of directors elected to the board of directors by the holders of common stock, voting as a class, shall be two. At each election for directors, the holders of common shares shall be entitled to cast votes using the cumulative method of voting for directors.

3. Except as otherwise provided herein, at any time that there are shares of preferred stock outstanding, consent or affirmative vote of a majority of the outstanding shares of preferred and common stock, each class voting as a class, shall be required to amend the articles of incorporation to:

(A) change the terms and provisions governing the preferred class of stock;

(B) merge the preferred stock and the common stock into a single class of stock;

(C) create a new class of stock which has greater rights on liquidation than the preferred stock; or

(D) increase the authorized number of shares of the preferred class of stock.

4. Except as otherwise provided herein, the consent or affirmative vote of a majority of only the outstanding shares of common stock shall be required to amend the articles of incorporation to:

(A) change the terms and provisions governing any class of stock other than the preferred stock;

(B) create a new class of stock which has lesser rights on liquidation than the preferred stock or, if there are no shares of preferred stock then outstanding, create any new class of stock;

(C) increase the authorized number of shares of any class of stock of the corporation except the class of preferred stock.

5. A director may be removed only by a majority vote of the class entitled to elect that director.

6. Except as otherwise specified herein, the holders of preferred stock and the holders of common stock shall be treated as a single class with the holders of each class entitled to a single vote per share, be it common or preferred. On matters submitted for shareholder approval, a simple majority is required in all other matters not specifically set forth in these articles or by law.

#### ARTICLE VI

The corporation elects to have preemptive rights.

#### ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not

eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

#### ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE X

Holders of preferred and common stock are entitled to receive dividends when, as, and if declared by the board of directors out of funds legally available therefore. Holders of preferred stock shall have a right to receive \$0.10 in dividends per share per year beginning on December 31, 1995, before any dividends may be paid to the holders of common stock. This right shall cumulate on December 31st of each year beginning in 1995. After payment of such cumulative dividends in any year, the holders of preferred stock shall not be entitled to further dividends until and unless the holders of common stock shall have received cumulative dividends through such date of at least \$0.10 per share. Once the holders of common stock shall have received such cumulative dividends, calculated in the same method as is the preferred stock dividends, all further dividends declared in such calendar year shall be declared on a pro rata basis with shares of common stock and preferred stock treated as a single class.

#### ARTICLE XI

In the case of any liquidation, the holders of preferred stock, if any, shall have a preference. If, after payment of all costs and expenses of liquidation and obligations to creditors, there are assets remaining, the holders of the preferred stock, if any, shall be entitled to first receive \$10.00 per share of preferred stock held plus any accrued but unpaid dividends attributable to such shares. Thereafter, the holders of preferred stock shall not be entitled to any distribution upon the dissolution, liquidation or winding up of the affairs of the corporation.

#### ARTICLE XII

At any time, the corporation may require the redemption of all or part of the then outstanding preferred stock held by such

shareholder. The redemption price shall be set by the Board of Directors, and shall include any accrued but unpaid dividends associated with such share. The purchase price for such share shall be payable by the corporation, at its principal business office, no later than 30 days after the corporation sends notice of such redemption to the shareholder at the address of the shareholder contained in the corporation's records and after the corporation receives the return of the certificate or certificates representing such shares or such proof of the loss or destruction of such shares as the corporation deems acceptable in its discretion. Upon the earlier of the delivery of such redemption notice to the shareholder, or upon deposit of such redemption notice in the United States mails, first class postage prepaid, addressed to the record holder of such shares on the records of the corporation, such shares shall immediately cease to exist and the holder thereof shall immediately cease to possess any of the rights thereto set forth in the corporation's articles of incorporation or by law except for such right to payment set forth in this Article.

#### ARTICLE XIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose names and addresses is as follows:

Michael D. Strout  
1521 Jason Street  
Kissimmee, Florida 34744

Jim Vickers  
5449 S. Semoran Blvd.  
Orlando, Florida 32822

#### ARTICLE XIV

The number of officers of the corporation shall be fixed by the bylaws of the corporation. The initial officers shall consist of those persons set forth below whose names and addresses are as follows:

President/Secretary:

Michael D. Strout  
1521 Jason Street  
Kissimmee, Florida 34744

Vice President/Treasurer:

Jim Vickers  
5449 S. Semoran Blvd.  
Orlando, Florida 32822

#### ARTICLE XV

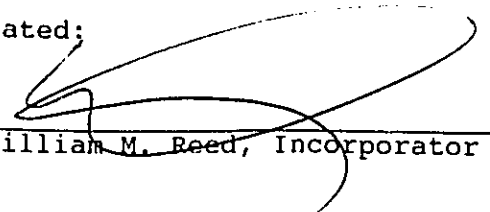
The initial registered agent of the corporation is William M. Reed. The street address of the corporation's initial registered office is 4234 Kendrick Road, Orlando, Florida 32804.

#### ARTICLE XVI

The name and address of the incorporator of the corporation is William M. Reed, 4234 Kendrick Road, Orlando, Florida 32804.

In Witness Whereof, the undersigned being all of the incorporators of said corporation execute these article of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated:

  
William M. Reed, Incorporator

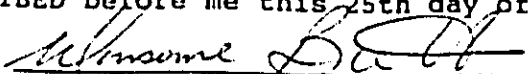
STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, duly authorized in the state and county aforesaid to administer oaths and take acknowledgments, this day, personally appeared before me William M. Reed, who, after first by me being duly sworn, deposes and

says that he is the incorporator named in the foregoing Articles of Incorporation and that he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 25th day of April, 1995.

(SEAL)

  
Notary Public, State of Florida  
My Commission Expires:



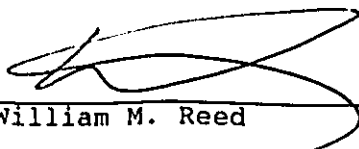
WINSOME BRETT  
My Commission CC425080  
Expires Dec. 07 1998  
Bonded by HAI  
R00-422 1566

CONSENT TO SERVE AS REGISTERED AGENT

I, WILLIAM M. REED, hereby consent to serve as Registered Agent in the state of Florida, for MICHAEL STROUT AND ASSOCIATES, INC., a Florida corporation.

I understand that as agent it will be my responsibility to accept and forward service of process and all mail to the corporation. In the event of my resignation or of any change in the Registered Office address, I will notify the Secretary of State immediately.

Date: 25 April 1995

  
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William M. Reed

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