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BROWN, WALDRON & CARLTON

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

FLETCHER BROWN, P.A.

FLETCHER BROWN

124 NORTH BREVARD AVENUE

ARCADIA, FLORIDA 33021

TELEPHONE (810) 494-4820

TELECOPIER (810) 494-6700

WALDRON & CARLTON, P.A.

EUORNE E. WALDRON, JR.

DAVID P. CARLTON

VINCENT A. SICA

May 15, 1995

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

800001493318
-05/18/95--01039--009
****157.50 ****122.50

Dear Sir:

Please file the enclosed Articles of Dissolution of Perdure, Inc. We are abandoning the name of Perdure, Inc. by the enclosed Articles of Dissolution and using the same name to form a profit corporation as evidenced by the Articles of Incorporation of Perdure, Inc. also enclosed.

We would appreciate your filing the Articles of Incorporation and returning to me a certified copy.

My check in the amount of \$157.50 covering the fees listed below is enclosed.

\$ 35.00 - Filing Articles of Incorporation
52.50 - Certified copy
35.00 - Designation of Resident Agent
35.00 - Filing Articles of Dissolution
\$157.50

Should you have any questions, please do not hesitate to call me.

Very truly yours,

Fletcher Brown
Fletcher Brown

FB/jc
Enclosures

*per Jackie
filed in non-profit
error as profit
voluntarily dissolved
and filed again
as profit
same people
5/18*

AFFIDAVIT

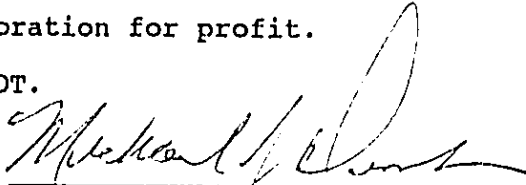
STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared
MICHAEL J. DURKIN and JOHN E. PETHER, the PRESIDENT, and
VICE PRESIDENT, respectively, of PERDURE, INC., a nonprofit
corporation, who, after being duly sworn by me, upon their oath,
state:

1. That they have no intention of revoking the
dissolution of the non-profit corporation, PERDURE, INC.

2. That they do hereby release the name of the non-
profit corporation, "PERDURE, INC." to the newly formed
corporation, PERDURE, INC., A corporation for profit.

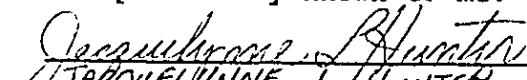
FURTHER AFFIANT SAYETH NOT.


MICHAEL J. DURKIN


JOHN E. PETHER

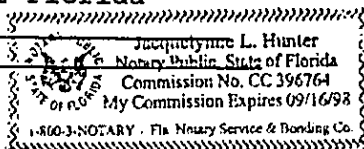
Sworn to and subscribed before me
this 25 day of MAY, 1995.

MICHAEL J. DURKIN and JOHN E. PETHER
are personally known to me.


JACQUELYNNE L. HUNTER (Print Notary Name)
Notary Public, State of Florida

My Commission Expires

My Commission Number



ARTICLES OF INCORPORATION

OF

PERDURE, INC.

(Section 607.0202, Florida Statutes)

The undersigned, acting as Incorporator of a Corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. **Name.** The name of this Corporation is **PERDURE, INC.**
2. **Duration.** The period of its duration is perpetual.
3. **Purpose.** The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **Capital Stock.** The Corporation is authorized to issue one thousand (1000) shares, all of one class, at One Dollar (\$1.00) par value.
5. **Principal Office.** The address of the principal office and the mailing address of the corporation are as follows:

Principal Office

Mailing Address

1712 Shelburne Lane
Sarasota, FL 34231

(Same)

6. **Initial Registered Office and Agent.** The name and address of the initial registered agent of this Corporation are as follows:

FLETCHER BROWN
124 North Brevard Avenue
Arcadia, FL 33821

7. **Initial Board of Directors.** This Corporation shall have two (2) directors initially. The names and addresses of the initial directors of this Corporation are:

95 MAY 18 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL J. DURKIN	1712 Shelburne Lane Sarasota, FL 34231
JOHN E. PETHER	4370 Trails Dr. Sarasota, FL 34232-3445

8. **Incorporator.** The names and addresses of the Incorporators signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL J. DURKIN	1712 Shelburne Lane Sarasota, FL 34231
JOHN E. PETHER	4370 Trails Dr. Sarasota, FL 34232-3445

9. **Amendment of Articles.** 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 the shareholders is subject to this reservation.
10. **Pre-emptive Rights.** Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 3rd day of May, 1995.

Michael J. Durkin
Michael J. Durkin, Incorporator

John E. Pether
John E. Pether, Incorporator

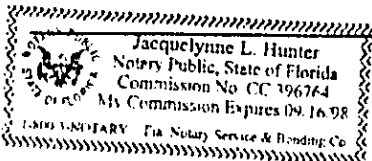
STATE OF FLORIDA:
COUNTY OF SARASOTA:

The foregoing instrument was acknowledged before me this 3 day of May, 1995, by MICHAEL J. DURKIN and JOHN E. PETHER, who are personally known to me or who have produced as identification.

My Commission Expires:

Jacquelynn L. Hunter
Notary Public
State of Florida at Large

Commission No. _____



ACCEPTANCE

Having been named to accept service of process for the above-stated Corporation at the place designated above, I hereby agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 4th day of May, 1995.

Fletcher Brown
FLETCHER BROWN
Registered Agent