

1201 BAYS STREET
ESTABLISHED 11-12-00
97-22-0000
012-55-1111

800-342-8086



P9500052980

ACCOUNT NO. : 0721-00000000

REFERENCE : 0721-00000000

AUTHORIZATION :

CREDIT LIMIT : \$ PREPAID

ORDER DATE : July 10, 1995

ORDER TIME : 11:07 AM

ORDER NO. : 034047

CUSTOMER NO. : 120000

CUSTOMER: Thomas F. Kerney, Esq.
THOMAS F. KERNEY, ESQ

Suite 210
1516 East Hillcrest Street
Orlando, FL 32803

DOMESTIC FILING

NAME: PENCOR, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA 32399-0001
*****70,000*****

FILED
95 JUL 10 AM 7:39
SECRETARY OF STATE
95 JUL 10 PM 11:41
TALLAHASSEE, FLORIDA 32399-0001

T. BROWN JUL 11 1995

ARTICLES OF INCORPORATION
OF
PENCOR, INC.

25 JUL 10 21 7:35
RECEIVED
JUL 10 1974

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of this Corporation is:

PENCOR, INC.

The address of the principal office of the Corporation is: 670 N. Orlando Ave., Suite 101, Maitland, Florida 32751. The mailing address of the Corporation is P.O. Box 941257, Maitland, FL 32794-1257.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of ONE CENT (\$.01) per share.

ARTICLE IV - TERM OF EXISTENCE

The corporate existence shall commence on the date of filing of these Articles and shall continue perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 670 N. Orlando Ave., Suite 101, Maitland, Florida 32751, and the name of the initial registered agent of this Corporation at that address is William H. Shurm.

ARTICLE VI - DIRECTORS

There shall be two (2) members of the initial Board of Directors of the Corporation. The number of persons constituting the Board of Directors may be increased or decreased from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director. Any vacancy in the Board of Directors, however created, may be filled and any additional directors may be elected by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy. The name and address of the persons who are to serve as Directors until the first election thereof are as follows:

William H. Shurm
670 N. Orlando Ave.
Suite 101
Maitland, FL 32751

Charlton Brown
6020 Southpoint Dr., South
Suite 610
Jacksonville, FL 32216

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VIII - AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator signing these Articles is:


William H. Shurm
670 N. Orlando Ave., Suite 101
Maitland, FL 32751

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer, director or

employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

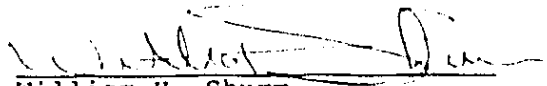
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of July, 1995.



William H. Shurm

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of PENCOR, INC.



William H. Shurm

CAPITAL CONNECTION

417 E. Virginia St., Suite 100 Tallahassee, FL 32301-0800
 Mailing Address: Post Office Box 10449 Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222 1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

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REQUEST	TAKEN	CONFIRMED	APPROVED
DATE <i>8/1/96</i>			
TIME <i>1:30</i>		CK No. _____	
BY <i>CD</i>			

WALK-IN _____
 Will Pick Up _____

195000052980

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 UCC 11 Retrieval
 File No.'s. _____ Copies
 Courier Service
 Shipping/Handling
 Phone () _____
 Top Priority _____
 Express Mail Prep _____
 FAX () _____ pgs. _____

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF DISSOLUTION
OF
PENCOR, INC.

The undersigned President and Secretary of **PENCOR, INC.**, a Florida corporation, hereby adopt the following Articles of Dissolution on behalf of the corporation pursuant to F.S. §607.1403:

Article I. The name of the corporation is **PENCOR, INC.**

Article II. The dissolution of the corporation was authorized on July 15, 1996.

Article III. The dissolution of the corporation was approved by all of its shareholders.

Article IV. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provisions have been made therefor.

Article V. All of the property and assets of the corporation have been distributed to its shareholders in accordance with their rights and interests.

Article VI. There are no actions pending against the corporation in any court.

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation have executed these Articles of Dissolution, the 15th day of July, 1996.

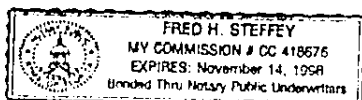

WILLIAM H. SHURM, President



CHARLTON V. BROWN, Secretary

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared **WILLIAM H. SHURM** (Known to me or Type of Ident. A No.:) and **CHARLTON V. BROWN** (Known to me or Type of Ident. A No.:), in their capacities as the President and Secretary, respectively, of **PENCOR, INC.**, and who executed the foregoing document, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of July, 1996.



 (SEAL)
NOTARY PUBLIC, State of Florida
PRINT NAME:
My Commission Expires: