

P950000 53065

7/13/95

To: Acct. of Att. to
Thom. Suncoast Paralegal, Inc.
Re: Urban Progress, Inc.

Please file original and stamp copy &
return to:

SUNCOAST PARALEGAL, INC.
36358 U.S. 19 N.
Palm Harbor, FL 34684

Thanks,

[Signature]

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N. HENDRICKS JUL 11 1995

**ARTICLES OF INCORPORATION
OF
URBAN PROGRESS, INC.**

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is **URBAN PROGRESS, INC.**, and its principal place of business shall be located at 36358 U.S. 19N, Palm Harbor, Florida 34684.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock at One Dollar (\$1.00) par value, which shall be designed as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata 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 street address of the initial registered office address of this corporation is 36358 U.S. 19N, Palm Harbor, Florida 34684, and the name of the initial registered agent of this corporation at that address is **RICHARD P. BUSSEY**.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have one (1) Director who shall serve until their successor shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

NAME**ADDRESS****RICHARD P. BUSSEY**36358 U.S. 19N
Palm Harbor, Florida 34684**ARTICLE VIII - OFFICERS**

The initial officers of the corporation shall be elected at the first meeting of the directors and shall serve until their successors shall be elected or appointed.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

NAME**ADDRESS****RICHARD P. BUSSEY**36358 U.S. 19N
Palm Harbor, Florida 34684**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided 607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 6-17, 1995By: Richard P. Bussey
RICHARD P. BUSSEY, Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48 091, Florida Statutes, the following is submitted:

First, that **URBAN PROGRESS, INC.**, desiring to organize or qualify under the laws of the State of Florida, has named **RICHARD P. BUSSEY** at 36358 U.S. 1974, Florida 34684 as its agent to accept service of process within Florida.

Dated: _____, 1995

By: _____
RICHARD P. BUSSEY, Registered Agent

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and I accept the obligations of my position as registered agent.

Dated: _____, 1995

By: _____
RICHARD P. BUSSEY, Registered Agent