

P95000062118

July 24, 1995

Department of State
409 East Gaines Street
Tallahassee, Florida 32314

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA 32314
*****122.50 *****122.50

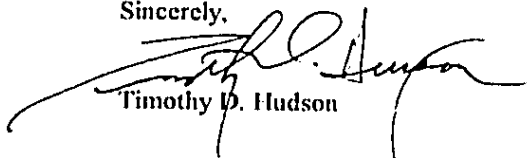
Re: Registration for Corporation

TO WHOM IT MAY CONCERN:

Please find enclosed check #1183 in the amount of \$122.50 and the original copy of the articles of incorporation for TDH & Associates Inc.

Your immediate attention to register this corporation is needed and appreciated.

Sincerely,


Timothy D. Hudson

FILED
95 AUG 11 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1007
7-27-95

W95-15138
600, 634, 700



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 27, 1995

TIMOTHY D. HUDSON
2809 GROVE DRIVE
SANFORD, FL 32773

SUBJECT: TDH & ASSOCIATES, INC.
Ref. Number: W95000015138

We have received your document for TDH & ASSOCIATES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 495A00035728

**ARTICLES OF INCORPORATION
OF
TDH & ASSOCIATES, INC.**

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TALLAHASSEE, FLORIDA

The undersigned acting as an Incorporator under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is TDH & Associates, Inc.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH: Authorized shares.

Number: The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Capital Stock with a par value of \$1.00 per share.

Initial issue. 100 shares of the Capital Stock of the corporation shall be issued for cash at a par value of \$1.00 per share.

Stated capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial office of the corporation is 2809 Grove Drive, Sanford, Florida 32773 and the name of the initial registered agent at such address is Timothy D. Hudson.

SIXTH: The initial Board of Directors shall consist of at least 1 member who need not be a resident of the State of Florida or a shareholder of the corporation.

SEVENTH: The name and address of the person who shall serve as director until the first annual meeting of stockholders, or until the first annual meeting of stockholders, or until their successors shall have been elected and qualified are as follows:

Timothy D. Hudson, 2809 Grove Drive, Sanford, Florida 32773

EIGHTH: The name and address of the initial incorporator is as follows: Timothy D. Hudson, 2809 Grove Drive, Sanford, Florida 32773.

NINTH: An affirmative vote of three fourths of the shares of the corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than three-fourths vote of the common stock.

ELEVENTH: The Directors of this corporation may take action by written consent as provided by law, in lieu of a meeting, but any action so taken shall be by unanimous consent of the Directors.

TWELFTH: Each Director or officer, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any action, suit, or proceeding in which he may be involved by reason of his being or having been a Director or Officer of the Corporation, such expenses to include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with a view to curtailment of costs of litigation. The Corporation shall not, however, indemnify any Director or Officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its stockholders, or any other person, nor in respect of any matter on which settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall not be conclusive of other rights to which any Director or Officer may be entitled as a matter of law.

THIRTEENTH: The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock as may be issued for money, property, or services from time to time, in addition to that stock authorized and issued by the corporation.

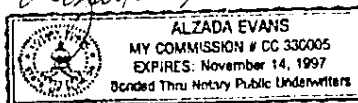
FOURTEENTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of the corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these articles of incorporation at Jupiter, Florida on the 31st day of July, 1995


Timothy D. Hudson, Incorporator

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Incorporator and as Registered Agent



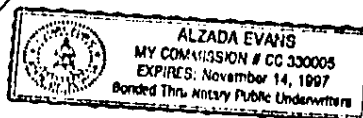
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NOTARY PUBLIC
JUPITER, FLORIDA

STATE OF FLORIDA
COUNTY OF SEMONOLE

Timothy D. Hudson who is personally known, appeared before me and subscribed to these Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the purposes and uses therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Apalachicola Florida on said
County Seminole and Florida State this
21st day of July, 1995.

Alzada Evans
NOTARY PUBLIC



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA