

1201 HAYS STREET

800-142-8086

TALLAHASSEE, FL 32301

904-221-1111

904-221-1111



networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 660401 5310A

AUTHORIZATION :

Patricia Pzyto

COST LIMIT : \$ 122.50

ORDER DATE : August 16, 1995

ORDER TIME : 9:32 AM

ORDER NO. : 660401

200001562022

CUSTOMER NO: 5310A

CUSTOMER: Mitchell Horowitz, Esq
FOWLER WHITE GILLEN BOGGS
VILLAREAL & BANKER, P.A.
501 E. Kennedy Blvd., ste. 1700
P.O. Box 1438
Tampa, FL 33602

EFFECTIVE DATE
AUG 15 1995

DOMESTIC FILING

NAME: JOHN & KAREN, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

T. BROWN

AUG 16 1995

FILED
95 AUG 16 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
AUG 15 1995

ARTICLES OF INCORPORATION
OF
JOHN & KAREN, INC.

FILED
95 AUG 16 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

John & Karen, Inc.

The principal office and mailing address of this corporation shall be:

1980 S.W. Clevel Road
Arcadia, Florida 33821

ARTICLE II

Existence of Corporation

This corporation shall begin existence on August 15, 1995, and shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

(a) To sue and be sued, complain, and defend in its corporate name.

(b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.

(c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

(e) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.

(g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other

securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation.

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(i) To conduct its business, locate offices, and exercise the powers granted by law within or without this state.

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(k) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation.

(l) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(m) To transact any lawful business that will aid governmental policy.

(n) To make payments or donations or do any other act not inconsistent with law that furthors the business and affairs of the corporation.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602 and the name of the corporation's initial registered agent at such address is Mitchell I. Horowitz. The corporation may change its registered office or its registered agent or both by filing

with the Department of State of the State of Florida a statomont
complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Incorporator

The name and address of the incorporator of this corporation
is as follows:

| <u>Name</u> | <u>Address</u> |
|----------------------|--|
| Mitchell I. Horowitz | 501 East Kennedy Boulevard Suite 1700 Tampa, Florida 33602 |

ARTICLE VIII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or
repeal any provision contained in these Articles of Incorporation
in the manner now or hereafter prescribed by statute, and all
rights conferred upon the stockholders herein are subject to this
reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these
Articles for the uses and purposes therein stated.



Mitchell I. Horowitz

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15th
day of August, 1995, by MITCHELL I. HOROWITZ, who is
personally known to me or who has produced N/A as
identification.

Deborah L. Parker
Deborah L. Parker
Print Name

Notary Public

My Commission Expires:



DEBORAH L. PARKER
My Commission CC298225
Expires Jun 20, 1997
Bonded by AMS
800-852-8878

Serial Number, if any

CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I heroby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.0501(3), Florida Statutes.

Signature Mitchell I. Horowitz
Mitchell I. Horowitz
Registered Agent

Date August 15, 1995

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FILED
95 AUG 16 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000063384

CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

1200 HAYN STREET
TALLAHASSEE, FL 32301
904 222 9171
904 222 0191

800-142-8086

ACCOUNT NO. : 0721000000032

REFERENCE : 669075 5310A

AUTHORIZATION : *Patricia Pysko*

COST LIMIT : \$ 87.50

ORDER DATE : August 25, 1995

ORDER TIME : 8:14 AM

ORDER NO. : 669075

CUSTOMER NO: 5310A

CUSTOMER: Mitchell Horowitz, Esq
Fowler White Gillen Boggs
P. O. Box 1438

Tampa, FL 33601

DOMESTIC AMENDMENT FILING

NAME: JOHN & KAREN, INC.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensel

EXAMINER'S INITIALS:

RECEIVED
55 AUG 28 AM 9:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

8/28

*John
Hensel
Change
CC*

AMENDMENT TO ARTICLES OF INCORPORATION
OF
JOHN & KAREN, INC.

RECEIVED
SECRETARY OF STATE
SERIES 28 MAR 95
11:00 AM

WHEREAS, the Articles of Incorporation of JOHN & KAREN, INC., were approved by and filed with the Secretary of State of Florida on the 15th day of August, 1995; and

WHEREAS, JOHN & KAREN, INC. has issued no shares and it is the intention of the sole incorporator that its Articles of Incorporation be amended in accordance with the proposed amendment set forth below; and

WHEREAS, the proposed amendment was approved and adopted by the sole incorporator of JOHN & KAREN, INC., pursuant to the provisions of Florida Statutes, Section 607.1005 and requires no stockholder action; and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of JOHN & KAREN, INC. are hereby amended, by deleting in its entirety the present Article I and by substituting therefor the following, to-wit:

"ARTICLE I

Name

The name of this corporation shall be:

Advanced Contracting, Inc.

The principal office and mailing address of this corporation shall be:

1980 S.W. Cleavel Road
Arcadia, Florida 33821

IN WITNESS WHEREOF, the sole incorporator of the corporation has signed this Amendment to Articles of Incorporation this 24th day of August, 1995.

Mitchell I. Horowitz
Mitchell I. Horowitz

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24th day of August, 1995, by MITCHELL I. HOROWITZ, who is personally known to me or who has produced N/A as identification.

Deborah L. Baker
Deborah L. Baker
Print Name

Notary Public

My Commission Expires:



DEBORAH L. BAKER
My Commission CC298225
Expires Jun 20, 1997
Bonded by AND
800-852-5876

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
900 019 019 FAX

800-142-0086

P95000063384



ACCOUNT NO. : 072100000032

REFERENCE : 965824 4326591

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : May 24, 1996

ORDER TIME : 11:0 AM

ORDER NO. : 965824

CUSTOMER NO: 4326591

CUSTOMER: Mitchell Horowitz, Esq
Fowler White Gillen Boggs
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

Handwritten: 8/24/96
Change
C. Horowitz

DOMESTIC AMENDMENT FILING

NAME: ADVANCED CONTRACTING, INC.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS: _____

FILED
96 MAY 24 PM 2:41
TALLAHASSEE, FLORIDA

Handwritten: 5/24/96
Don
P. J. L.

AMENDMENT TO ARTICLES OF INCORPORATION
OF
ADVANCED CONTRACTING, INC.

FILED
96 MAY 24 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of ADVANCED CONTRACTING, INC. were filed with and approved by the Secretary of State of the State of Florida on the 15th day of August, 1995; and

WHEREAS, an Amendment to the Articles of Incorporation of ADVANCED CONTRACTING, INC. was filed with and approved by the Secretary of State of the State of Florida on the 28th day of August, 1995; and

WHEREAS, it is the intention of all of the directors and all of the stockholders of ADVANCED CONTRACTING, INC. that the Articles of Incorporation of ADVANCED CONTRACTING, INC. be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment was approved and adopted by all of the directors of ADVANCED CONTRACTING, INC., pursuant to the provisions of Florida Statutes, Section 607.0821, on the 21st day of May, 1996; and

WHEREAS, the proposed amendment was approved and adopted by all of the stockholders comprising the only voting group of stockholders of ADVANCED CONTRACTING, INC., pursuant to the provisions of Florida Statutes, Section 607.0704, on the 21st day of May, 1996; and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of ADVANCED CONTRACTING, INC. are hereby amended by deleting in its entirety the present Article I and by substituting therefor the following, to-wit:

"ARTICLE I

Name

The name of this corporation shall be:

Advanced Contracting & Hedging, Inc."

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of ADVANCED CONTRACTING, INC., by its President and Secretary this 2/5th day of May, 1996.

ADVANCED CONTRACTING, INC.

By: 

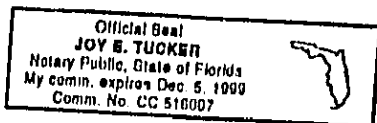
John W. Edwards, President

By: 

Karen P. Edwards, Secretary

STATE OF FLORIDA
COUNTY OF DESOTO

The foregoing instrument was acknowledged before me this 21st
day of May, 1996, by JOHN W. EDWARDS, President of ADVANCED
CONTRACTING, INC., a Florida corporation, who is personally known
to me or who has produced _____ as identification.



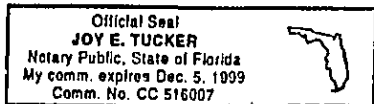
Joy E. Tucker
Joy E. Tucker
Print Name

Notary Public

My Commission Expires:

STATE OF FLORIDA
COUNTY OF DESOTO

The foregoing instrument was acknowledged before me this 21st
day of May, 1996, by KAREN P. EDWARDS, Secretary of ADVANCED
CONTRACTING, INC., a Florida corporation, who is personally known
to me or who has produced _____ as identification.



Joy E. Tucker
Joy E. Tucker
Print Name

Notary Public

My Commission Expires:
