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P.O. Box 1346
Fort Walton Beach, FL 32549

September 21, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Bill Brown & Associates, Inc.

RECEIVED
SEP 22 1995
TALLAHASSEE, FL 32314
*****70.00 *****70.00

Ladies and/or Gentlemen:

Enclosed herewith are original and one copy of the Articles of Incorporation for the above referenced corporation to be filed. Please date stamp and return the copy to my office.

My client's check in the sum of \$70.00 for the filing and registered agent fees is enclosed.

Thank you for your assistance.

Sincerely,



RAYMOND F. NEWMAN, JR.

/pm

Encls.-a/s

SEP 25 1995

TALLAHASSEE, FLORIDA

RECEIVED
SEP 22 PM 2:02

ARTICLES OF INCORPORATION
OF
BILL BROWN & ASSOCIATES, INC.

FILED
55 SEP 22 PM 2:02
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is BILL BROWN & ASSOCIATES, INC. The principal office for doing business in the State of Florida is 217 Dolphin Estates Court, Destin, Florida 32541.

ARTICLE II. PURPOSE

This corporation is organized for the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes, or any other applicable Florida Law.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share. This stock shall have the entire voting power of the corporation.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 150 Eglin Parkway, N. E., Fort Walton Beach, Florida 32548. The initial registered agent at that address is Raymond F. Newman, Jr.

ARTICLE V. DIRECTORS

The corporation shall have a board of directors consisting of not less than one, nor more than five directors.

ARTICLE VI. INCORPORATOR

The name and address of the incorporator is:

William C. Brown
217 Dolphin Estates Court
Destin, FL 32541

ARTICLE VII. AMENDMENT

The power to amend the Articles of Incorporation of this corporation shall be vested in the Shareholders. Every amendment shall require the approval of 51% of the stock entitled to vote thereon.

ARTICLE VIII. BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors. Any action taken under this Article shall require the approval of 51% of the Board of Directors.

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that held by said shareholder, shall have the right to purchase a pro-rata share (without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 21 day of SEPTEMBER, 1995.

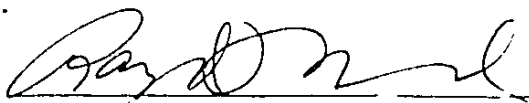

William C. Brown

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That BILL BROWN & ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, with its principal office in the City of Destin, Florida, has named RAYMOND F. NEWMAN, JR., 150 Eglin Parkway, N. E., Fort Walton Beach, Florida 32548, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


RAYMOND F. NEWMAN, JR.

ALLAHASSEE, FLORIDA

SEP 22 PM 2:02

FILED