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January 19, 1996

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OF COUNSEL  
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DAVID M. LANDIS, P.A.  
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JON E. KANE  
\*ALSO ADMITTED IN OHIO

SPECIAL COUNSEL  
CYNTHIA L. NEDEH

VIA FEDERAL EXPRESS

Secretary of State  
State of Florida  
Division of Corporations  
407 East Gaines Street  
Tallahassee, Florida 32399

ATTENTION: MR. GARRETT BLANTON

Re: Riggs & Associates, P.A.

Dear Mr. Blanton:

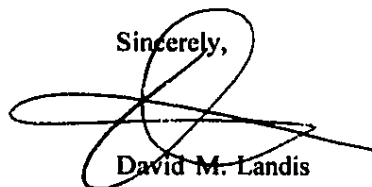
Enclosed herewith please find original and one copy of Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$122.50, representing the following:

1. Filing Fee	\$35.00
2. Designation of Registered Agent	35.00
3. Certified copy of Articles	<u>52.50</u>
	\$122.50

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-01/26/96--01005--003  
\*\*\*\*122.50 \*\*\*\*122.50

Per telephone conversation with my secretary on Friday, January 19, 1996, please fax the certified copy to my attention at (407) 423-2016 on Monday, January 22, 1996 as it is imperative that our client open a bank account on that date. Your assistance is greatly appreciated. Thanks.

Sincerely,

  
David M. Landis

DML:jr  
Enclosures

63 1/22/96

**FILED**

**ARTICLES OF INCORPORATION**

**96 JAN 22 PM 1:26**

**OF**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**RIGGS & ASSOCIATES, P.A.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a professional corporation under the Professional Service Corporation and Limited Liability Company Act, Florida Statutes, Chapter 621, and other laws of the State of Florida.

**ARTICLE I - NAME**

The name of this Corporation is RIGGS & ASSOCIATES, P.A.

**ARTICLE II - NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a certified public accountant, under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed to practice public accounting under the laws of the State of Florida.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds and any other type of investment, and to lease or own real and personal property necessary for the rendering of public accounting.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives of this corporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

### **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 Thousand (1,000) shares of common stock having a par value of \$1.00 per share. None of such shares of the corporation may be issued to anyone other than an individual duly licensed to practice public accounting in Florida.

### **ARTICLE IV - DURATION**

The corporation shall have perpetual existence.

### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial <sup>principal</sup>~~registered~~ office of this corporation is 431 East Horatio Avenue, Suite 200, Maitland, Florida 32751, and the name of the initial registered agent of this corporation is David M. Landis, and the ~~principal~~ <sup>registered</sup> address of the office shall be ~~the same~~.  
225 E Robinson St  
Orlando FL 32802  
Suite 600

### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one director nor more than five. The name and address of the initial member of the Board of Directors of the corporation is:

<u>Name</u>	<u>Address</u>
Julie M. Riggs	431 East Horatio Avenue Suite 200 Maitland, Florida 32751

### **ARTICLE VII - SUBSCRIBER**

The name and address of the subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Jean M. Rignall	106 Wheatland Court Longwood, Florida 32765

### **ARTICLE VIII - INDEMNIFICATION**

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

### **ARTICLE IX - ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangements of sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issue of any type stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with shareholder agreements or the ByLaws of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation is not impaired.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with shareholder agreements or the Bylaws of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

### **ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber to these Articles of Incorporation has set her hand and seal this 19<sup>th</sup> day of January, 1996.

  
JEAN M. RIGNALL

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of January, 1996,  
by JEAN M. RIGNALL, who is personally known to me and did not take an oath.

Cheryl D. Suarez  
Name: Cheryl D. Suarez  
(Print Name)

Notary Public, State of Florida  
My Commission Expires:



CHERYL D. SUAREZ  
MY COMMISSION EXPIRES  
January 18, 1999  
BONERO TRUST TRUST FARM INSURANCE, INC.

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

RIGGS & ASSOCIATES, P.A. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 431 East Horatio Avenue, Suite 200 Maitland, Orange County, State of Florida, has named DAVID M. LANDIS, Suite 600, Two Landmark Center, 225 East Robinson Street, P. O. Box 2854, Orlando, Florida 32802, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named 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, and agree to comply with the provisions of said Act relative to keeping open said office.

  
DAVID M. LANDIS  
(Registered Agent)

FILED  
96 JAN 22 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA