

ROBISON, OWEN & COOK, P. A.

ATTORNEYS AND COUNSELLORS AT LAW

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P96000019774
February 23, 1996

BY FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Attention: Certification Section

RE: McNIEL ASSOCIATES, INC.

EFFECTIVE DATE
2-23-96

Dear Sir or Madam:

Enclosed herewith please find two (2) counterparts of Articles of Incorporation of the captioned corporation.

Additionally please find my check for \$122.50 in payment for the following:

a) Articles of Incorporation	35.00
b) Certified Copy	52.50
c) Designation of Resident Agent	35.00

Total 122.50

for the above referenced corporation.

200001724342
-02/26/96--01105--012
****122.50 ****122.50

Please note the unique spelling of the principal's name, McNIEL, which distinguishes this corporation from other similar names. I trust there is no conflict.

Please be kind enough to process this request as soon as possible and return the Certified copy of Articles of Incorporation in the enclosed return envelope.

Thank you for your anticipated assistance and good services.

FEB 28 1996 BSK

Very truly yours,

Richard B. Owen

RBO/jac
Encls.

W96-4477

502

Per Karen Beyer
Name is at Available



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 28, 1996

ROBISON, OWEN & COOK, P.A.
P. O. BOX 180895
CASSELBERRY, FL 32718-0895

SUBJECT: MCNIEL ASSOCIATES, INC.
Ref. Number: W96000004477

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 296A00008709

ARTICLES OF INCORPORATION

FILED

OF

96 FEB 26 PM 3:50

McNIEL ASSOCIATES OF WINTER PARK, INC. COUNTY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

EFFECTIVE DATE
2-23-96

Article 1. Name. The name of the Corporation is: McNIEL ASSOCIATES OF WINTER PARK, INC., whose initial business address is 745 Gilbert Drive, Winter Park, Florida 32792.

Article 2. Duration The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 7000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is

5250 S Highway 17-92, Casselberry, Florida 32707 and the name of the Registered Agent at that address is RICHARD L. ROBISON.

Article 6. Initial Board of Directors. The number of Directors initially authorized by these Articles is no more than five (5). The Initial Board of Directors shall consist of one(1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

THEO M. McNIEL 745 Gilbert Road
Winter Park, Florida 32792

BETTY SUE McNIEL 745 Gilbert Road
Winter Park, Florida 32792

Article 7. Incorporator. The name and address of each Incorporator is as follows:

Richard B. Owen 904 Spring Valley Road
Altamonte Springs, Florida 32714

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

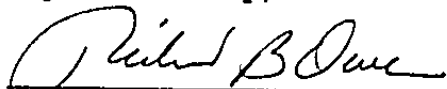
Article 10. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each

Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 11. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 12. Commencement of Corporate Existence. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 23rd day of February, 1996.


Richard B. Owen

STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me personally appeared RICHARD B. OWEN to me personally well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed and took an oath.

WITNESS my hand and official seal this 23rd day of February, 1996.

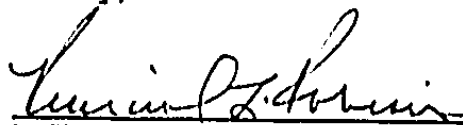

Judy A. Cooper
Notary Public
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **McNIEL ASSOCIATES OF WINTER PARK, INC.**, which is contained in the foregoing Articles of Incorporation.

DATED this 23rd day of February, 1996.


RICHARD L. ROBISON, Registered Agent

FILED
96 FEB 26 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA