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OFFICE USE ONLY (Document #)

— VARNEY —
— 624 SE 12TH COURT —
— UNIT 6 —
— CAPE CORAL FL 33990 —

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 MAR -5 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAR 6 1996

**ARTICLES OF INCORPORATION
OF
VARNEY FIRE PROTECTION, INC.**

The undersigned subscriber to these Articles of Incorporation, 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 shall be:

VARNEY FIRE PROTECTION, INC.

The principal place of business of this Corporation shall be:

624 SE 12 th Court
Unit 6
Cape Coral, FL 33990

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 1,000 shares having a \$ 1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of this Corporation shall be:

624 SE 12 th Court
Unit 6
Cape Coral, FL 33990

and the name of the initial registered agent of the Corporation at that address shall be:

James J. Varney

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist in perpetuity.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporator that the Corporation be organized as a Sub S Corporation.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

Articles of Incorporation
Varney Fire Protection, Inc.
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ARTICLE VII. DIRECTORS

The Corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

James J. Varney
624 SE 12 th Court
Unit 6
Cape Coral, FL 33990

ARTICLE VIII. SUBSCRIBER

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

James J. Varney
624 SE 12 th Court
Unit 6
Cape Coral, FL 33990

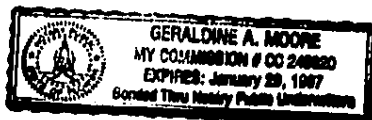
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 19 day of JANUARY 1996.

James J. Varney (SEAL)

STATE OF FLORIDA, COUNTY OF LEE

BEFORE me this day personally appeared James J. Varney to be and known to me to be the person who executed the forgoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

Geraldine A. Moore
NOTARY PUBLIC



CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statute,
the following is submitted:

FIRST, that the corporation known as Varney Fire Protection, Inc.
desiring to qualify under the laws of the State of Florida, with
it's principal place of business at 624 SE 12 th Court, Unit 6,
Cape Coral, FL 33990 has named James J. Varney as it's agent to
accept service of process within Florida.

Dated this 29 day of January 1996.

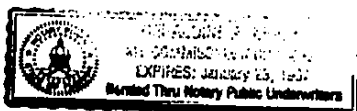
James J. Varney
James J. Varney, Subscriber

Having been named to accept service of process for the above named
corporation, at the place designated in this certificate, I hereby
agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper performance
of my duties.

James J. Varney
James J. Varney, Registered Agent

STATE OF FLORIDA COUNTY OF LEE

BEFORE me this day personally appeared James J. Varney to be and
known to me to be the person who executed the foregoing Certificate
and he acknowledged before me that he executed this Certificate
Designating Registered Agent.



Pauline A. Mason
NOTARY PUBLIC